

1 AN ACT concerning business organizations.

2 Be it enacted by the People of the State of Illinois,  
3 represented in the General Assembly:

4 Section 5. The Business Corporation Act of 1983 is  
5 amended by changing Sections 1.10, 1.80, 2.10, 2.15, 2.20,  
6 4.05, 5.05, 5.10, 5.20, 5.25, 5.30, 8.75, 9.20, 10.30, 10.35,  
7 11.25, 11.30, 11.39, 11.40, 11.45, 12.20, 12.25, 12.35,  
8 12.45, 12.80, 13.05, 13.10, 13.15, 13.20, 13.25, 13.30,  
9 13.35, 13.40, 13.45, 13.50, 13.55, 13.60, 13.70, 14.05,  
10 14.35, 15.10, 15.50, 15.55, 15.65, 15.70, 15.75, and 15.95 as  
11 follows:

12 (805 ILCS 5/1.10) (from Ch. 32, par. 1.10)

13 Sec. 1.10. Forms, execution, acknowledgment and filing.

14 (a) All reports required by this Act to be filed in the  
15 office of the Secretary of State shall be made on forms which  
16 shall be prescribed and furnished by the Secretary of State.  
17 Forms for all other documents to be filed in the office of  
18 the Secretary of State shall be furnished by the Secretary of  
19 State on request therefor, but the use thereof, unless  
20 otherwise specifically prescribed in this Act, shall not be  
21 mandatory.

22 (b) Whenever any provision of this Act specifically  
23 requires any document to be executed by the corporation in  
24 accordance with this Section, unless otherwise specifically  
25 stated in this Act and subject to any additional provisions  
26 of this Act, such document shall be executed, in ink, as  
27 follows:

28 (1) The articles of incorporation, and any other  
29 document to be filed before the election of the initial board  
30 of directors if the initial directors were not named in the  
31 articles of incorporation, shall be signed by the

1 incorporator or incorporators.

2 (2) All other documents shall be signed:

3 (i) By the president, a vice-president, the secretary,  
4 an assistant secretary, the treasurer, or other officer duly  
5 authorized by the board of directors of the corporation to  
6 execute the document; or ~~(i) By the president or a~~  
7 ~~vice-president and verified by him or her, and attested by~~  
8 ~~the secretary or an assistant secretary (or by such officers~~  
9 ~~as may be duly authorized to exercise the duties,~~  
10 ~~respectively, ordinarily exercised by the president or~~  
11 ~~vice-president and by the secretary or assistant secretary of~~  
12 ~~a corporation); or~~

13 (ii) If it shall appear from the document that there are  
14 no such officers, then by a majority of the directors or by  
15 such directors as may be designated by the board; or

16 (iii) If it shall appear from the document that there  
17 are no such officers or directors, then by the holders of  
18 record, or such of them as may be designated by the holders  
19 of record of a majority of all outstanding shares; or

20 (iv) By the holders of all outstanding shares; or

21 (v) If the corporate assets are in the possession of a  
22 receiver, trustee or other court appointed officer, then by  
23 the fiduciary or the majority of them if there are more than  
24 one.

25 (c) The name of a person signing the document and the  
26 capacity in which he or she signs shall be stated beneath or  
27 opposite his or her signature.

28 (d) Whenever any provision of this Act requires any  
29 document to be verified, such requirement is satisfied by  
30 either:

31 (1) The formal acknowledgment by the person or one of  
32 the persons signing the instrument that it is his or her act  
33 and deed or the act and deed of the corporation, as the case  
34 may be, and that the facts stated therein are true. Such

1 acknowledgment shall be made before a person who is  
2 authorized by the law of the place of execution to take  
3 acknowledgments of deeds and who, if he or she has a seal of  
4 office, shall affix it to the instrument.

5 (2) The signature, without more, of the person or  
6 persons signing the instrument, in which case such signature  
7 or signatures shall constitute the affirmation or  
8 acknowledgment of the signatory, under penalties of perjury,  
9 that the instrument is his or her act and deed or the act and  
10 deed of the corporation, as the case may be, and that the  
11 facts stated therein are true.

12 (e) Whenever any provision of this Act requires any  
13 document to be filed with the Secretary of State or in  
14 accordance with this Section, such requirement means that:

15 (1) The original signed document, and if in duplicate ~~or~~  
16 ~~triplicate~~ as provided by this Act, one ~~or two~~ true copy  
17 ~~copies~~, which may be signed, carbon or photocopy ~~photo~~  
18 ~~copies~~, shall be delivered to the office of the Secretary of  
19 State.

20 (2) All fees, taxes and charges authorized by law to be  
21 collected by the Secretary of State in connection with the  
22 filing of the document shall be tendered to the Secretary of  
23 State.

24 (3) If the Secretary of State finds that the document  
25 conforms to law, he or she shall, when all fees, taxes and  
26 charges have been paid as in this Act prescribed:

27 (i) Endorse on the original and on the each true copy,  
28 if any, the word "filed" and the month, day and year thereof;

29 (ii) File the original in his or her office;

30 (iii) (Blank) ~~Where so provided by this Act, issue a~~  
31 ~~certificate or certificates, as the case may be, to which he~~  
32 ~~or she shall affix the true copy or true copies; or~~

33 (iv) If the filing is in duplicate, he or she shall  
34 return one true copy, with a certificate, if any, affixed

1 thereto, to the corporation or its representative who shall  
 2 file such document for record in the office of the recorder  
 3 of the county in which the registered office of the  
 4 corporation is situated in this State within 15 days after  
 5 the mailing thereof by the Secretary of State, unless such  
 6 document cannot with reasonable diligence be filed within  
 7 such time, in which case it shall be filed as soon thereafter  
 8 as may be reasonably possible. ~~7- or~~

9 ~~(v) -- If the filing is in triplicate, he or she shall~~  
 10 ~~return one true copy, with a certificate, if any, affixed~~  
 11 ~~thereto, to the corporation or its representative and file~~  
 12 ~~the second true copy in the office of the recorder of the~~  
 13 ~~county in which the registered office of the corporation is~~  
 14 ~~situated in this State, to be recorded by such recorder.~~

15 (f) If another Section of this Act specifically  
 16 prescribes a manner of filing or executing a specified  
 17 document which differs from the corresponding provisions of  
 18 this Section, then the provisions of such other Section shall  
 19 govern.

20 (Source: P.A. 84-924.)

21 (805 ILCS 5/1.80) (from Ch. 32, par. 1.80)

22 Sec. 1.80. Definitions. As used in this Act, unless the  
 23 context otherwise requires, the words and phrases defined in  
 24 this Section shall have the meanings set forth herein.

25 (a) "Corporation" or "domestic corporation" means a  
 26 corporation subject to the provisions of this Act, except a  
 27 foreign corporation.

28 (b) "Foreign corporation" means a corporation for profit  
 29 organized under laws other than the laws of this State, but  
 30 shall not include a banking corporation organized under the  
 31 laws of another state or of the United States, a foreign  
 32 banking corporation organized under the laws of a country  
 33 other than the United States and holding a certificate of

1 authority from the Commissioner of Banks and Real Estate  
2 issued pursuant to the Foreign Banking Office Act, or a  
3 banking corporation holding a license from the Commissioner  
4 of Banks and Real Estate issued pursuant to the Foreign Bank  
5 Representative Office Act.

6 (c) "Articles of incorporation" means the original  
7 articles of incorporation, including the articles of  
8 incorporation of a new corporation set forth in the articles  
9 of consolidation, and all amendments thereto, whether  
10 evidenced by articles of amendment, articles of merger,  
11 articles of exchange, statement of correction affecting  
12 articles, resolution establishing series of shares or a  
13 statement of cancellation under Section 9.05. Restated  
14 articles of incorporation shall supersede the original  
15 articles of incorporation and all amendments thereto prior to  
16 the effective date of filing the articles of amendment  
17 incorporating the restated articles of incorporation.

18 (d) "Subscriber" means one who subscribes for shares in  
19 a corporation, whether before or after incorporation.

20 (e) "Incorporator" means one of the signers of the  
21 original articles of incorporation.

22 (f) "Shares" means the units into which the proprietary  
23 interests in a corporation are divided.

24 (g) "Shareholder" means one who is a holder of record of  
25 shares in a corporation.

26 (h) "Certificate" representing shares means a written  
27 instrument executed by the proper corporate officers, as  
28 required by Section 6.35 of this Act, evidencing the fact  
29 that the person therein named is the holder of record of the  
30 share or shares therein described. If the corporation is  
31 authorized to issue uncertificated shares in accordance with  
32 Section 6.35 of this Act, any reference in this Act to shares  
33 represented by a certificate shall also refer to  
34 uncertificated shares and any reference to a certificate

1 representing shares shall also refer to the written notice in  
2 lieu of a certificate provided for in Section 6.35.

3 (i) "Authorized shares" means the aggregate number of  
4 shares of all classes which the corporation is authorized to  
5 issue.

6 (j) "Paid-in capital" means the sum of the cash and  
7 other consideration received, less expenses, including  
8 commissions, paid or incurred by the corporation, in  
9 connection with the issuance of shares, plus any cash and  
10 other consideration contributed to the corporation by or on  
11 behalf of its shareholders, plus amounts added or transferred  
12 to paid-in capital by action of the board of directors or  
13 shareholders pursuant to a share dividend, share split, or  
14 otherwise, minus reductions as provided elsewhere in this  
15 Act. Irrespective of the manner of designation thereof by  
16 the laws under which a foreign corporation is or may be  
17 organized, paid-in capital of a foreign corporation shall be  
18 determined on the same basis and in the same manner as  
19 paid-in capital of a domestic corporation, for the purpose of  
20 computing license fees, franchise taxes and other charges  
21 imposed by this Act.

22 (k) "Net assets", for the purpose of determining the  
23 right of a corporation to purchase its own shares and of  
24 determining the right of a corporation to declare and pay  
25 dividends and make other distributions to shareholders is  
26 equal to the difference between the assets of the corporation  
27 and the liabilities of the corporation.

28 (l) "Registered office" means that office maintained by  
29 the corporation in this State, the address of which is on  
30 file in the office of the Secretary of State, at which any  
31 process, notice or demand required or permitted by law may be  
32 served upon the registered agent of the corporation.

33 (m) "Insolvent" means that a corporation is unable to  
34 pay its debts as they become due in the usual course of its

1 business.

2 (n) "Anniversary" means that day each year exactly one  
3 or more years after:

4 (1) the date ~~on--the--certificate~~ of filing the  
5 articles of incorporation prescribed by ~~issued-under~~  
6 Section 2.10 of this Act, in the case of a domestic  
7 corporation;

8 (2) the date ~~on--the--certificate~~ of filing the  
9 application for authority prescribed by ~~issued--under~~  
10 Section 13.15 of this Act, in the case of a foreign  
11 corporation; or

12 (3) the date ~~on--the--certificate~~ of filing the  
13 articles of consolidation prescribed by ~~issued-under~~  
14 Section 11.25 of this Act in the case of a consolidation,  
15 unless the plan of consolidation provides for a delayed  
16 effective date, pursuant to Section 11.40.

17 (o) "Anniversary month" means the month in which the  
18 anniversary of the corporation occurs.

19 (p) "Extended filing month" means the month (if any)  
20 which shall have been established in lieu of the  
21 corporation's anniversary month in accordance with Section  
22 14.01.

23 (q) "Taxable year" means that 12 month period commencing  
24 with the first day of the anniversary month of a corporation  
25 through the last day of the month immediately preceding the  
26 next occurrence of the anniversary month of the corporation,  
27 except that in the case of a corporation that has established  
28 an extended filing month "taxable year" means that 12 month  
29 period commencing with the first day of the extended filing  
30 month through the last day of the month immediately preceding  
31 the next occurrence of the extended filing month.

32 (r) "Fiscal year" means the 12 month period with respect  
33 to which a corporation ordinarily files its federal income  
34 tax return.

1           (s) "Close corporation" means a corporation organized  
2 under or electing to be subject to Article 2A of this Act,  
3 the articles of incorporation of which contain the provisions  
4 required by Section 2.10, and either the corporation's  
5 articles of incorporation or an agreement entered into by all  
6 of its shareholders provide that all of the issued shares of  
7 each class shall be subject to one or more of the  
8 restrictions on transfer set forth in Section 6.55 of this  
9 Act.

10           (t) "Common shares" means shares which have no  
11 preference over any other shares with respect to distribution  
12 of assets on liquidation or with respect to payment of  
13 dividends.

14           (u) "Delivered", for the purpose of determining if any  
15 notice required by this Act is effective, means:

16                 (1) transferred or presented to someone in person;  
17 or

18                 (2) deposited in the United States Mail addressed  
19 to the person at his, her or its address as it appears on  
20 the records of the corporation, with sufficient  
21 first-class postage prepaid thereon.

22           (v) "Property" means gross assets including, without  
23 limitation, all real, personal, tangible, and intangible  
24 property.

25           (w) "Taxable period" means that 12-month period  
26 commencing with the first day of the second month preceding  
27 the corporation's anniversary month in the preceding year and  
28 prior to the first day of the second month immediately  
29 preceding its anniversary month in the current year, except  
30 that, in the case of a corporation that has established an  
31 extended filing month, "taxable period" means that 12-month  
32 period ending with the last day of its fiscal year  
33 immediately preceding the extended filing month. In the case  
34 of a newly formed domestic corporation or a newly registered

1 foreign corporation that had not commenced transacting  
2 business in this State prior to obtaining a--certificate--of  
3 authority, "taxable period" means that period commencing with  
4 the filing of the articles issuance--of-a-certificate of  
5 incorporation or, in the case of a foreign corporation, of  
6 filing of the application for a-certificate-of authority, and  
7 prior to the first day of the second month immediately  
8 preceding its anniversary month in the next succeeding year.

9 (x) "Treasury shares" mean (1) shares of a corporation  
10 that have been issued, have been subsequently acquired by and  
11 belong to the corporation, and have not been cancelled or  
12 restored to the status of authorized but unissued shares and  
13 (2) shares (i) declared and paid as a share dividend on the  
14 shares referred to in clause (1) or this clause (2), or (ii)  
15 issued in a share split of the shares referred to in clause  
16 (1) or this clause (2). Treasury shares shall be deemed to  
17 be "issued" shares but not "outstanding" shares. Treasury  
18 shares may not be voted, directly or indirectly, at any  
19 meeting or otherwise. Shares converted into or exchanged for  
20 other shares of the corporation shall not be deemed to be  
21 treasury shares.

22 (Source: P.A. 89-508, eff. 7-3-96; 90-301, eff. 8-1-97;  
23 90-421, eff. 1-1-98; 90-655, eff. 7-30-98.)

24 (805 ILCS 5/2.10) (from Ch. 32, par. 2.10)

25 Sec. 2.10. Articles of Incorporation. The articles of  
26 incorporation shall be executed and filed in duplicate in  
27 accordance with Section 1.10 of this Act.

28 (a) The articles of incorporation must set forth:

29 (1) a corporate name for the corporation that  
30 satisfies the requirements of this Act;

31 (2) the purpose or purposes for which the  
32 corporation is organized, which may be stated to be, or  
33 to include, the transaction of any or all lawful

1 businesses for which corporations may be incorporated  
2 under this Act;

3 (3) the address of the corporation's initial  
4 registered office and the name of its initial registered  
5 agent at that office;

6 (4) the name and address of each incorporator;

7 (5) the number of shares of each class the  
8 corporation is authorized to issue;

9 (6) the number and class of shares which the  
10 corporation proposes to issue without further report to  
11 the Secretary of State, and the consideration to be  
12 received, less expenses, including commissions, paid or  
13 incurred in connection with the issuance of shares, by  
14 the corporation therefor. If shares of more than one  
15 class are to be issued, the consideration for shares of  
16 each class shall be separately stated;

17 (7) if the shares are divided into classes, the  
18 designation of each class and a statement of the  
19 designations, preferences, qualifications, limitations,  
20 restrictions, and special or relative rights with respect  
21 to the shares of each class; and

22 (8) if the corporation may issue the shares of any  
23 preferred or special class in series, then the  
24 designation of each series and a statement of the  
25 variations in the relative rights and preferences of the  
26 different series, if the same are fixed in the articles  
27 of incorporation, or a statement of the authority vested  
28 in the board of directors to establish series and  
29 determine the variations in the relative rights and  
30 preferences of the different series.

31 (b) The articles of incorporation may set forth:

32 (1) the names and business residential addresses of  
33 the individuals who are to serve as the initial  
34 directors;

1 (2) provisions not inconsistent with law with  
2 respect to:

3 (i) managing the business and regulating the  
4 affairs of the corporation;

5 (ii) defining, limiting, and regulating the  
6 rights, powers and duties of the corporation, its  
7 officers, directors and shareholders;

8 (iii) authorizing and limiting the preemptive  
9 right of a shareholder to acquire shares, whether  
10 then or thereafter authorized;

11 (iv) an estimate, expressed in dollars, of the  
12 value of all the property to be owned by the  
13 corporation for the following year, wherever  
14 located, and an estimate of the value of the  
15 property to be located within this State during such  
16 year, and an estimate, expressed in dollars, of the  
17 gross amount of business which will be transacted by  
18 it during such year and an estimate of the gross  
19 amount thereof which will be transacted by it at or  
20 from places of business in this State during such  
21 year; or

22 (v) superseding any provision of this Act that  
23 requires for approval of corporate action a  
24 two-thirds vote of the shareholders by specifying  
25 any smaller or larger vote requirement not less than  
26 a majority of the outstanding shares entitled to  
27 vote on the matter and not less than a majority of  
28 the outstanding shares of each class of shares  
29 entitled to vote as a class on the matter.

30 (3) a provision eliminating or limiting the  
31 personal liability of a director to the corporation or  
32 its shareholders for monetary damages for breach of  
33 fiduciary duty as a director, provided that the provision  
34 does not eliminate or limit the liability of a director

1 (i) for any breach of the director's duty of loyalty to  
2 the corporation or its shareholders, (ii) for acts or  
3 omissions not in good faith or that involve intentional  
4 misconduct or a knowing violation of law, (iii) under  
5 Section 8.65 of this Act, or (iv) for any transaction  
6 from which the director derived an improper personal  
7 benefit. No such provision shall eliminate or limit the  
8 liability of a director for any act or omission occurring  
9 before the date when the provision becomes effective.

10 (4) any provision that under this Act is required  
11 or permitted to be set forth in the articles of  
12 incorporation or by-laws.

13 (c) The articles of incorporation need not set forth any  
14 of the corporate powers enumerated in this Act.

15 (d) The duration of a corporation is perpetual unless  
16 otherwise specified in the articles of incorporation.

17 (e) If the data to which reference is made in  
18 subparagraph (iv) of paragraph (2) of subsection (b) of this  
19 Section is not included in the articles of incorporation, the  
20 franchise tax provided for in this Act shall be computed on  
21 the basis of the entire paid-in capital as set forth pursuant  
22 to paragraph (6) of subsection (a) of this Section, until  
23 such time as the data to which reference is made in  
24 subparagraph (iv) of paragraph (2) of subsection (b) is  
25 provided in accordance with either Section 14.05 or Section  
26 14.25 of this Act.

27 When the provisions of this Section have been complied  
28 with, the Secretary of State shall file the articles of  
29 incorporation ~~issue-a-certificate-of-incorporation.~~

30 (Source: P.A. 88-43; 88-151; 88-670, eff. 12-2-94.)

31 (805 ILCS 5/2.15) (from Ch. 32, par. 2.15)

32 Sec. 2.15. Effect ~~of--issuance--of--certificate~~ of  
33 incorporation. Upon the filing of the articles ~~issuance--of~~

1     ~~the--certificate~~ of incorporation by the Secretary of State,  
2     the corporate existence shall begin, and such filing  
3     ~~certificate--of--incorporation~~ shall be conclusive evidence,  
4     except as against the State, that all conditions precedent  
5     required to be performed by the incorporators have been  
6     complied with and that the corporation has been incorporated  
7     under this Act.

8     (Source: P.A. 83-1025.)

9             (805 ILCS 5/2.20) (from Ch. 32, par. 2.20)

10            Sec. 2.20. Organization of Corporation. (a) If there  
11     are no preincorporation subscribers and if initial directors  
12     are not named in the articles of incorporation, a meeting of  
13     the incorporators shall be held at the call of a majority of  
14     the incorporators for the purpose of naming the initial  
15     directors.

16            (b) If there are preincorporation subscribers and if  
17     initial directors are not named in the articles of  
18     incorporation, the first meeting of shareholders shall be  
19     held after the filing issuance of the articles certificate of  
20     incorporation at the call of a majority of the incorporators  
21     for the purpose of:

22            (1) electing initial directors;

23            (2) adopting by-laws if the articles of incorporation so  
24     require or the shareholders so determine;

25            (3) such other matters as shall be stated in the notice  
26     of the meeting.

27            (4) In lieu of a meeting, shareholder action may be  
28     taken by consent in writing pursuant to Section 7.10 of this  
29     Act.

30            (c) The first meeting of the initial directors shall be  
31     held at the call of the majority of them for the purpose of:

32            (1) adopting by-laws if the shareholders have not  
33     adopted them;

- 1           (2) electing officers; and
- 2           (3) transacting such other business as may come before
- 3 the meeting.

4           (d) At least three days written notice of an  
 5 organizational meeting shall be given unless the persons  
 6 entitled to such notice waive the same in writing, either  
 7 before or after such meeting. An organizational meeting may  
 8 be held either within or without this State.

9 (Source: P.A. 83-1025.)

10           (805 ILCS 5/4.05) (from Ch. 32, par. 4.05)

11           Sec. 4.05. Corporate name of domestic or foreign  
 12 corporation.

13           (a) The corporate name of a domestic corporation or of a  
 14 foreign corporation organized, existing or subject to the  
 15 provisions of this Act:

16                 (1) Shall contain, separate and apart from any  
 17 other word or abbreviation in such name, the word  
 18 "corporation", "company", "incorporated", or "limited",  
 19 or an abbreviation of one of such words, and if the name  
 20 of a foreign corporation does not contain, separate and  
 21 apart from any other word or abbreviation, one of such  
 22 words or abbreviations, the corporation shall add at the  
 23 end of its name, as a separate word or abbreviation, one  
 24 of such words or an abbreviation of one of such words.

25                 (2) Shall not contain any word or phrase which  
 26 indicates or implies that the corporation (i) is  
 27 authorized or empowered to conduct the business of  
 28 insurance, assurance, indemnity, or the acceptance of  
 29 savings deposits; (ii) is authorized or empowered to  
 30 conduct the business of banking unless otherwise  
 31 permitted by the Commissioner of Banks and Real Estate  
 32 pursuant to Section 46 of the Illinois Banking Act; or  
 33 (iii) is authorized or empowered to be in the business of

1 a corporate fiduciary unless otherwise permitted by the  
 2 Commissioner of Banks and Real Estate under Section 1-9  
 3 of the Corporate Fiduciary Act. The word "trust",  
 4 "trustee", or "fiduciary" may be used by a corporation  
 5 only if it has first complied with Section 1-9 of the  
 6 Corporate Fiduciary Act. The word "bank", "banker" or  
 7 "banking" may only be used by a corporation if it has  
 8 first complied with Section 46 of the Illinois Banking  
 9 Act.

10 (3) Shall be distinguishable upon the records in  
 11 the office of the Secretary of State from the ~~corporate~~  
 12 name or assumed ~~corporate~~ name of any domestic  
 13 corporation or limited liability company organized under  
 14 the Limited Liability Company Act, whether profit or not  
 15 for profit, existing under any Act of this State or of  
 16 the name or assumed name of any foreign corporation or  
 17 foreign limited liability company registered under the  
 18 Limited Liability Company Act, whether profit or not for  
 19 profit, authorized to transact business in this State, or  
 20 a name the exclusive right to which is, at the time,  
 21 reserved or registered in the manner provided in this Act  
 22 or Section 1-15 of the Limited Liability Company Act,  
 23 except that, subject to the discretion of the Secretary  
 24 of State, a foreign corporation that has a name  
 25 prohibited by this paragraph may be issued a certificate  
 26 of authority to transact business in this State, if the  
 27 foreign corporation:

28 (i) Elects to adopt an assumed corporate name  
 29 or names in accordance with Section 4.15 of this  
 30 Act; and

31 (ii) Agrees in its application for a  
 32 certificate of authority to transact business in  
 33 this State only under such assumed corporate name or  
 34 names.

1           (4) Shall contain the word "trust", if it be a  
2 domestic corporation organized for the purpose of  
3 accepting and executing trusts, shall contain the word  
4 "pawners", if it be a domestic corporation organized as a  
5 pawners' society, and shall contain the word  
6 "cooperative", if it be a domestic corporation organized  
7 as a cooperative association for pecuniary profit.

8           (5) Shall not contain a word or phrase, or an  
9 abbreviation or derivation thereof, the use of which is  
10 prohibited or restricted by any other statute of this  
11 State unless such restriction has been complied with.

12           (6) Shall consist of letters of the English  
13 alphabet, Arabic or Roman numerals, or symbols capable of  
14 being readily reproduced by the office of the Secretary  
15 of State.

16           (7) Shall be the name under which the corporation  
17 shall transact business in this State unless the  
18 corporation shall also elect to adopt an assumed  
19 corporate name or names as provided in this Act;  
20 provided, however, that the corporation may use any  
21 divisional designation or trade name without complying  
22 with the requirements of this Act, provided the  
23 corporation also clearly discloses its corporate name.

24           (8) (Blank).

25           (b) The Secretary of State shall determine whether a  
26 name is "distinguishable" from another name for purposes of  
27 this Act. Without excluding other names which may not  
28 constitute distinguishable names in this State, a name is not  
29 considered distinguishable, for purposes of this Act, solely  
30 because it contains one or more of the following:

31           (1) the word "corporation", "company",  
32 "incorporated", or "limited", "limited liability" or an  
33 abbreviation of one of such words;

34           (2) articles, conjunctions, contractions,

1 abbreviations, different tenses or number of the same  
2 word;

3 (c) Nothing in this Section or Sections 4.15 or 4.20  
4 shall:

5 (1) Require any domestic corporation existing or  
6 any foreign corporation having a certificate of authority  
7 on the effective date of this Act, to modify or otherwise  
8 change its corporate name or assumed corporate name, if  
9 any.

10 (2) Abrogate or limit the common law or statutory  
11 law of unfair competition or unfair trade practices, nor  
12 derogate from the common law or principles of equity or  
13 the statutes of this State or of the United States with  
14 respect to the right to acquire and protect copyrights,  
15 trade names, trade marks, service names, service marks,  
16 or any other right to the exclusive use of names or  
17 symbols.

18 (Source: P.A. 89-508, eff. 7-3-96; 90-575, eff. 3-20-98.)

19 (805 ILCS 5/5.05) (from Ch. 32, par. 5.05)

20 Sec. 5.05. Registered office and registered agent. Each  
21 domestic corporation and each foreign corporation having a  
22 ~~eertificate-of~~ authority to transact business in this State  
23 shall have and continuously maintain in this State:

24 (a) A registered office which may be, but need not be,  
25 the same as its place of business in this State.

26 (b) A registered agent, which agent may be either an  
27 individual, resident in this State, whose business office is  
28 identical with such registered office, or a domestic  
29 corporation or a foreign corporation authorized to transact  
30 business in this State that is authorized by its articles of  
31 incorporation to act as such agent, having a business office  
32 identical with such registered office.

33 (c) The address, including street and number, or rural

1 route number, of the initial registered office, and the name  
2 of the initial registered agent of each corporation organized  
3 under this Act shall be stated in its articles of  
4 incorporation; and of each foreign corporation shall be  
5 stated in its application for a ~~certificate of~~ authority to  
6 transact business in this State.

7 (d) In the event of dissolution of a corporation, either  
8 voluntary, administrative, or judicial, the registered agent  
9 and the registered office of the corporation on record with  
10 the Secretary of State on the date of the issuance of the  
11 certificate or judgment of dissolution shall be an agent of  
12 the corporation upon whom claims can be served or service of  
13 process can be had during the five year post-dissolution  
14 period provided in Section 12.80 of this Act, unless such  
15 agent resigns or the corporation properly reports a change of  
16 registered office or registered agent.

17 (e) In the event of revocation of the a ~~certificate of~~  
18 authority of a foreign corporation to transact business in  
19 this State, the registered agent and the registered office of  
20 the corporation on record with the Secretary of State on the  
21 date of the issuance of the certificate of revocation shall  
22 be an agent of the corporation upon whom claims can be served  
23 or service of process can be had, unless such agent resigns.

24 (Source: P.A. 85-1269.)

25 (805 ILCS 5/5.10) (from Ch. 32, par. 5.10)

26 Sec. 5.10. Change of registered office or registered  
27 agent.

28 (a) A domestic corporation or a foreign corporation may  
29 from time to time change the address of its registered  
30 office. A domestic corporation or a foreign corporation  
31 shall change its registered agent if the office of registered  
32 agent shall become vacant for any reason, or if its  
33 registered agent becomes disqualified or incapacitated to

1 act, or if the corporation revokes the appointment of its  
2 registered agent.

3 (b) A domestic corporation or a foreign corporation may  
4 change the address of its registered office or change its  
5 registered agent, or both, by so indicating in the statement  
6 of change on the annual report of that corporation filed  
7 pursuant to Section 14.10 of this Act or by executing and  
8 filing, in duplicate, in accordance with Section 1.10 of this  
9 Act a statement setting forth:

10 (1) The name of the corporation.

11 (2) The address, including street and number, or  
12 rural route number, of its then registered office.

13 (3) If the address of its registered office be  
14 changed, the address, including street and number, or  
15 rural route number, to which the registered office is to  
16 be changed.

17 (4) The name of its then registered agent.

18 (5) If its registered agent be changed, the name of  
19 its successor registered agent.

20 (6) That the address of its registered office and  
21 the address of the business office of its registered  
22 agent, as changed, will be identical.

23 (7) That such change was authorized by resolution  
24 duly adopted by the board of directors.

25 (c) A legible copy of the statement of change as on the  
26 annual report returned by the Secretary of State shall be  
27 filed for record within the time prescribed by this Act in  
28 the office of the Recorder of the county in which the  
29 registered office of the corporation in this State was  
30 situated before the filing of that statement in the Office of  
31 the Secretary of State. (Blank)-

32 (d) If the registered office is changed from one county  
33 to another county, then the corporation shall also file for  
34 record within the time prescribed by this Act in the office

1 of the recorder of the county to which such registered office  
2 is changed:

3 (1) In the case of a domestic corporation:

4 (i) A copy of its articles of incorporation  
5 certified by the Secretary of State.

6 (ii) A copy of the statement of change of  
7 address of its registered office, certified by the  
8 Secretary of State.

9 (2) In the case of a foreign corporation:

10 (i) A copy of its application for certificate  
11 of authority to transact business in this State,  
12 with a copy of its application therefor affixed  
13 thereto, certified by the Secretary of State.

14 (ii) A copy of all amendments to such  
15 certificate of authority, if any, likewise certified  
16 by the Secretary of State.

17 (iii) A copy of the statement of change of  
18 address of its registered office certified by the  
19 Secretary of State.

20 (e) The change of address of the registered office, or  
21 the change of registered agent, or both, as the case may be,  
22 shall become effective upon the filing of such statement by  
23 the Secretary of State.

24 (Source: P.A. 91-357, eff. 7-29-99.)

25 (805 ILCS 5/5.20) (from Ch. 32, par. 5.20)

26 Sec. 5.20. Change of Address of Registered Agent. (a) A  
27 registered agent may change the address of the registered  
28 office of the domestic corporation or of the foreign  
29 corporation, for which he or she or it is registered agent,  
30 to another address in this State, by so indicating in the  
31 statement of change on the annual report of that corporation  
32 filed pursuant to Section 14.10 of this Act or by filing, in  
33 duplicate, in accordance with Section 1.10 of this Act a

1 statement setting forth:

2 (1) The name of the corporation.

3 (2) The address, including street and number, or rural  
4 route number, of its then registered office.

5 (3) The address, including street and number, or rural  
6 route number, to which the registered office is to be  
7 changed.

8 (4) The name of its registered agent.

9 (5) That the address of its registered office and the  
10 address of the business office of its registered agent, as  
11 changed, will be identical.

12 Such statement shall be executed by the registered agent.

13 (b) If the registered office is changed from one county  
14 to another county, then the corporation shall also file for  
15 record within the time prescribed by this Act in the office  
16 of the recorder of the county to which such registered office  
17 is changed:

18 (1) In the case of a domestic corporation:

19 (i) A copy of its articles of incorporation certified by  
20 the Secretary of State.

21 (ii) A copy of the statement of change of address of its  
22 registered office, certified by the Secretary of State.

23 (2) In the case of a foreign corporation:

24 (i) A copy of its application for certificate~~---of~~  
25 authority to transact business in this State ~~with-a-copy-of~~  
26 ~~its-application-therefor-affixed-thereto~~, certified by the  
27 Secretary of State.

28 (ii) A copy of all amendments to such ~~certificate-of~~  
29 authority, if any, likewise certified by the Secretary of  
30 State.

31 (iii) A copy of the statement of change of address of  
32 its registered office certified by the Secretary of State.

33 (c) The change of address of the registered office shall  
34 become effective upon the filing of such statement by the

1 Secretary of State.

2 (Source: P.A. 85-1269.)

3 (805 ILCS 5/5.25) (from Ch. 32, par. 5.25)

4 Sec. 5.25. Service of process on domestic or foreign  
5 corporation. (a) Any process, notice, or demand required or  
6 permitted by law to be served upon a domestic corporation or  
7 a foreign corporation having a ~~certificate~~ authority to  
8 transact business in this State may be served either upon the  
9 registered agent appointed by the corporation or upon the  
10 Secretary of State as provided in this Section.

11 (b) The Secretary of State shall be irrevocably  
12 appointed as an agent of a domestic corporation or of a  
13 foreign corporation having a ~~certificate~~ authority upon  
14 whom any process, notice or demand may be served:

15 (1) Whenever the corporation shall fail to appoint or  
16 maintain a registered agent in this State, or

17 (2) Whenever the corporation's registered agent cannot  
18 with reasonable diligence be found at the registered office  
19 in this State, or

20 (3) When a domestic corporation has been dissolved, the  
21 conditions of paragraph (1) or paragraph (2) exist, and a  
22 civil action, suit or proceeding is instituted against or  
23 affecting the corporation within the five years after the  
24 issuance of a certificate of dissolution or the filing of a  
25 judgment of dissolution, or

26 (4) When a domestic corporation has been dissolved, the  
27 conditions of paragraph (1) or paragraph (2) exist, and a  
28 criminal proceeding has been instituted against or affecting  
29 the corporation, or

30 (5) When the ~~certificate~~ authority of a foreign  
31 corporation to transact business in this State has been  
32 revoked.

33 (c) Service under subsection (b) shall be made by:

1           (1) Service on the Secretary of State, or on any clerk  
2 having charge of the corporation division department of his  
3 or her office, of a copy of the process, notice or demand,  
4 together with any papers required by law to be delivered in  
5 connection with service, and a fee as prescribed by  
6 subsection (b) of Section 15.15 of this Act;

7           (2) Transmittal by the person instituting the action,  
8 suit or proceeding of notice of the service on the Secretary  
9 of State and a copy of the process, notice or demand and  
10 accompanying papers to the corporation being served, by  
11 registered or certified mail:

12           (i) At the last registered office of the corporation as  
13 shown by the records on file in the office of the Secretary  
14 of State; and

15           (ii) At such address the use of which the person  
16 instituting the action, suit or proceeding knows or, on the  
17 basis of reasonable inquiry, has reason to believe, is most  
18 likely to result in actual notice; and

19           (3) Appendage, by the person instituting the action,  
20 suit or proceeding, of an affidavit of compliance with this  
21 Section, in substantially such form as the Secretary of State  
22 may by rule or regulation prescribe, to the process, notice  
23 or demand.

24           (d) Nothing herein contained shall limit or affect the  
25 right to serve any process, notice, or demand required or  
26 permitted by law to be served upon a corporation in any other  
27 manner now or hereafter permitted by law.

28           (e) The Secretary of State shall keep a record of all  
29 processes, notices, and demands served upon him or her under  
30 this Section, and shall record therein the time of such  
31 service and his or her action with reference thereto, but  
32 shall not be required to retain such information for a period  
33 longer than five years from his or her receipt of the  
34 service.

1 (Source: P.A. 85-1344.)

2 (805 ILCS 5/5.30) (from Ch. 32, par. 5.30)

3 Sec. 5.30. Service of process on foreign corporation not  
 4 authorized to transact business in Illinois. If any foreign  
 5 corporation transacts business in this State without having  
 6 obtained a ~~certificate of~~ authority to transact business, it  
 7 shall be deemed that such corporation has designated and  
 8 appointed the Secretary of State as an agent for process upon  
 9 whom any notice, process or demand may be served. Service on  
 10 the Secretary of State shall be made in the manner set forth  
 11 in subsection (c) of Section 5.25 of this Act.

12 (Source: P.A. 84-924.)

13 (805 ILCS 5/8.75) (from Ch. 32, par. 8.75)

14 Sec. 8.75. Indemnification of officers, directors,  
15 employees and agents; insurance.

16 (a) A corporation may indemnify any person who was or is  
 17 a party, or is threatened to be made a party to any  
 18 threatened, pending or completed action, suit or proceeding,  
 19 whether civil, criminal, administrative or investigative  
 20 (other than an action by or in the right of the corporation)  
 21 by reason of the fact that he or she is or was a director,  
 22 officer, employee or agent of the corporation, or who is or  
 23 was serving at the request of the corporation as a director,  
 24 officer, employee or agent of another corporation,  
 25 partnership, joint venture, trust or other enterprise,  
 26 against expenses (including attorneys' fees), judgments,  
 27 fines and amounts paid in settlement actually and reasonably  
 28 incurred by such person in connection with such action, suit  
 29 or proceeding, if such person acted in good faith and in a  
 30 manner he or she reasonably believed to be in, or not opposed  
 31 to the best interests of the corporation, and, with respect  
 32 to any criminal action or proceeding, had no reasonable cause

1 to believe his or her conduct was unlawful. The termination  
2 of any action, suit or proceeding by judgment, order,  
3 settlement, conviction, or upon a plea of nolo contendere or  
4 its equivalent, shall not, of itself, create a presumption  
5 that the person did not act in good faith and in a manner  
6 which he or she reasonably believed to be in or not opposed  
7 to the best interests of the corporation or, with respect to  
8 any criminal action or proceeding, that the person had  
9 reasonable cause to believe that his or her conduct was  
10 unlawful.

11 (b) A corporation may indemnify any person who was or is  
12 a party, or is threatened to be made a party to any  
13 threatened, pending or completed action or suit by or in the  
14 right of the corporation to procure a judgment in its favor  
15 by reason of the fact that such person is or was a director,  
16 officer, employee or agent of the corporation, or is or was  
17 serving at the request of the corporation as a director,  
18 officer, employee or agent of another corporation,  
19 partnership, joint venture, trust or other enterprise,  
20 against expenses (including attorneys' fees) actually and  
21 reasonably incurred by such person in connection with the  
22 defense or settlement of such action or suit, if such person  
23 acted in good faith and in a manner he or she reasonably  
24 believed to be in, or not opposed to, the best interests of  
25 the corporation, provided that no indemnification shall be  
26 made with respect to any claim, issue, or matter as to which  
27 such person has been adjudged to have been liable to the  
28 corporation, unless, and only to the extent that the court in  
29 which such action or suit was brought shall determine upon  
30 application that, despite the adjudication of liability, but  
31 in view of all the circumstances of the case, such person is  
32 fairly and reasonably entitled to indemnity for such expenses  
33 as the court shall deem proper.

34 (c) To the extent that a present or former director,

1 officer or ~~7~~ employee ~~or~~--agent of a corporation has been  
2 successful, on the merits or otherwise, in the defense of any  
3 action, suit or proceeding referred to in subsections (a) and  
4 (b), or in defense of any claim, issue or matter therein,  
5 such person shall be indemnified against expenses (including  
6 attorneys' fees) actually and reasonably incurred by such  
7 person in connection therewith, if the person acted in good  
8 faith and in a manner he or she reasonably believed to be in,  
9 or not opposed to, the best interests of the corporation.

10 (d) Any indemnification under subsections (a) and (b)  
11 (unless ordered by a court) shall be made by the corporation  
12 only as authorized in the specific case, upon a determination  
13 that indemnification of the present or former director,  
14 officer, employee or agent is proper in the circumstances  
15 because he or she has met the applicable standard of conduct  
16 set forth in subsections (a) or (b). Such determination  
17 shall be made with respect to a person who is a director or  
18 officer at the time of the determination: (1) by the majority  
19 vote of the directors who are ~~(1) by the board of directors~~  
20 ~~by a majority vote of a quorum consisting of directors who~~  
21 were not parties to such action, suit or proceeding, even  
22 though less than a quorum, (2) by a committee of the  
23 directors designated by a majority vote of the directors,  
24 even though less than a quorum, (3) if there are no such  
25 directors, or if the directors so direct, ~~or (2) if such a~~  
26 ~~quorum is not obtainable, or, even if obtainable, if a quorum~~  
27 ~~of disinterested directors so directs,~~ by independent legal  
28 counsel in a written opinion, or (4) ~~(3)~~ by the shareholders.

29 (e) Expenses (including attorney's fees) incurred by an  
30 officer or director in defending a civil or criminal action,  
31 suit or proceeding may be paid by the corporation in advance  
32 of the final disposition of such action, suit or proceeding  
33 upon receipt of an undertaking by or on behalf of the  
34 director or ~~7~~ officer ~~7~~--employee--~~or~~--agent to repay such

1 amount if it shall ultimately be determined that such person  
2 he--er--she is not entitled to be indemnified by the  
3 corporation as authorized in this Section. Such expenses  
4 (including attorney's fees) incurred by former directors and  
5 officers or other employees and agents may be so paid on such  
6 terms and conditions, if any, as the corporation deems  
7 appropriate.

8 (f) The indemnification and advancement of expenses  
9 provided by or granted under the other subsections of this  
10 Section shall not be deemed exclusive of any other rights to  
11 which those seeking indemnification or advancement of  
12 expenses may be entitled under any by-law, agreement, vote of  
13 shareholders or disinterested directors, or otherwise, both  
14 as to action in his or her official capacity and as to action  
15 in another capacity while holding such office.

16 (g) A corporation may purchase and maintain insurance on  
17 behalf of any person who is or was a director, officer,  
18 employee or agent of the corporation, or who is or was  
19 serving at the request of the corporation as a director,  
20 officer, employee or agent of another corporation,  
21 partnership, joint venture, trust or other enterprise,  
22 against any liability asserted against such person and  
23 incurred by such person in any such capacity, or arising out  
24 of his or her status as such, whether or not the corporation  
25 would have the power to indemnify such person against such  
26 liability under the provisions of this Section.

27 (h) If a corporation indemnifies or advances expenses to  
28 a director or officer under subsection (b) of this Section,  
29 the corporation shall report the indemnification or advance  
30 in writing to the shareholders with or before the notice of  
31 the next shareholders meeting.

32 (i) For purposes of this Section, references to "the  
33 corporation" shall include, in addition to the surviving  
34 corporation, any merging corporation (including any

1 corporation having merged with a merging corporation)  
2 absorbed in a merger which, if its separate existence had  
3 continued, would have had the power and authority to  
4 indemnify its directors, officers, and employees or agents,  
5 so that any person who was a director, officer, employee or  
6 agent of such merging corporation, or was serving at the  
7 request of such merging corporation as a director, officer,  
8 employee or agent of another corporation, partnership, joint  
9 venture, trust or other enterprise, shall stand in the same  
10 position under the provisions of this Section with respect to  
11 the surviving corporation as such person would have with  
12 respect to such merging corporation if its separate existence  
13 had continued.

14 (j) For purposes of this Section, references to "other  
15 enterprises" shall include employee benefit plans; references  
16 to "fines" shall include any excise taxes assessed on a  
17 person with respect to an employee benefit plan; and  
18 references to "serving at the request of the corporation"  
19 shall include any service as a director, officer, employee or  
20 agent of the corporation which imposes duties on, or involves  
21 services by such director, officer, employee, or agent with  
22 respect to an employee benefit plan, its participants, or  
23 beneficiaries. A person who acted in good faith and in a  
24 manner he or she reasonably believed to be in the best  
25 interests of the participants and beneficiaries of an  
26 employee benefit plan shall be deemed to have acted in a  
27 manner "not opposed to the best interest of the corporation"  
28 as referred to in this Section.

29 (k) The indemnification and advancement of expenses  
30 provided by or granted under this Section shall, unless  
31 otherwise provided when authorized or ratified, continue as  
32 to a person who has ceased to be a director, officer,  
33 employee, or agent and shall inure to the benefit of the  
34 heirs, executors, and administrators of that person.

1       (1) The changes to this Section made by this amendatory  
 2       Act of the 92nd General Assembly apply only to actions  
 3       commenced on or after the effective date of this amendatory  
 4       Act of the 92nd General Assembly.

5       (Source: P.A. 91-464, eff. 1-1-00.)

6           (805 ILCS 5/9.20)

7       Sec. 9.20. Reduction of paid-in capital.

8       (a) A corporation may reduce its paid-in capital:

9           (1) by resolution of its board of directors by  
 10          charging against its paid-in capital (i) the paid-in  
 11          capital represented by shares acquired and cancelled by  
 12          the corporation as permitted by law, to the extent of the  
 13          cost from the paid-in capital of the reacquired and  
 14          cancelled shares or a lesser amount as may be elected by  
 15          the corporation, (ii) dividends paid on preferred shares,  
 16          or (iii) distributions as liquidating dividends; or

17          (2) pursuant to an approved reorganization in  
 18          bankruptcy that specifically directs the reduction to be  
 19          effected.

20       (b) Notwithstanding anything to the contrary contained  
 21       in this Act, at no time shall the paid-in capital be reduced  
 22       to an amount less than the aggregate par value of all issued  
 23       shares having a par value.

24       (c) Until the report under Section 14.30 has been filed  
 25       in the Office of the Secretary of State showing a reduction  
 26       in paid-in capital, the basis of the annual franchise tax  
 27       payable by the corporation shall not be reduced; provided,  
 28       however, that in no event shall the annual franchise tax for  
 29       any taxable year be reduced if the report is not filed prior  
 30       to the first day of the anniversary month or, in the case of  
 31       a corporation that has established an extended filing month,  
 32       the extended filing month of the corporation of that taxable  
 33       year and before payment of its annual franchise tax.

1 (d) A corporation that reduced its paid-in capital after  
2 December 31, 1986 by one or more of the methods described in  
3 subsection (a) may report the reduction pursuant to Section  
4 14.30, subject to the restrictions of subsections (b) and  
5 (c) of this Section. A reduction in paid-in capital reported  
6 pursuant to this subsection shall have no effect for any  
7 purpose under this Act with respect to a taxable year ending  
8 before the report is filed.

9 (e) Nothing in this Section shall be construed to forbid  
10 any reduction in paid-in capital to be effected under Section  
11 9.05 of this Act.

12 (f) In the case of a vertical merger, the paid-in  
13 capital of a subsidiary may be eliminated if either (1) it  
14 was created, totally funded, or wholly owned by the parent or  
15 (2) the amount of the parent's investment in the subsidiary  
16 was equal to or exceeded the subsidiary's paid-in capital.

17 (Source: P.A. 90-421, eff. 1-1-98.)

18 (805 ILCS 5/10.30) (from Ch. 32, par. 10.30)

19 Sec. 10.30. Articles of amendment. (a) Except as  
20 provided in Section 10.40, the articles of amendment shall be  
21 executed and filed in duplicate in accordance with Section  
22 1.10 of this Act and shall set forth:

23 (1) The name of the corporation.

24 (2) The text of each amendment adopted.

25 (3) If the amendment was adopted by the incorporators, a  
26 statement that the amendment was adopted by a majority of the  
27 incorporators, that no shares have been issued and that the  
28 directors were neither named in the articles of incorporation  
29 nor elected at the time the amendment was adopted.

30 (4) If the amendment was adopted by the directors  
31 without shareholder action, a statement that the amendment  
32 was adopted by a majority of the directors and that  
33 shareholder action was not required.

1           (5) Where the amendment was approved by the  
2 shareholders:

3           (i) a statement that the amendment was adopted at a  
4 meeting of shareholders by the affirmative vote of the  
5 holders of outstanding shares having not less than the  
6 minimum number of votes necessary to adopt such amendment, as  
7 provided by the articles of incorporation; or

8           (ii) a statement that the amendment was adopted by  
9 written consent signed by the holders of outstanding shares  
10 having not less than the minimum number of votes necessary to  
11 adopt such amendment, as provided by the articles of  
12 incorporation, and in accordance with Section 7.10 of this  
13 Act.

14          (6) If the amendment provides for an exchange,  
15 reclassification, or cancellation of issued shares, or a  
16 reduction of the number of authorized shares of any class  
17 below the number of issued shares of that class, then a  
18 statement of the manner in which such amendment shall be  
19 effected.

20          (7) If the amendment effects a change in the amount of  
21 paid-in capital, then a statement of the manner in which the  
22 same is effected and a statement, expressed in dollars, of  
23 the amount of paid-in capital as changed by such amendment.

24          (8) If the amendment restates the articles of  
25 incorporation, the amendment shall so state and shall set  
26 forth:

27           (i) the text of the articles as restated;

28           (ii) the date of incorporation, the name under which the  
29 corporation was incorporated, subsequent names, if any, that  
30 the corporation adopted pursuant to amendment of its articles  
31 of incorporation, and the effective date of any such  
32 amendments;

33           (iii) the address of the registered office and the name  
34 of the registered agent on the date of filing the restated

1 articles; and

2 (iv) the number of shares of each class issued on the  
3 date of filing the restated articles and the amount of  
4 paid-in capital as of such date.

5 The articles as restated must include all the information  
6 required by subsection (a) of Section 2.10, except that the  
7 articles need not set forth the information required by  
8 paragraphs 3, 4 or 6 thereof. If any provision of the  
9 articles of incorporation is amended in connection with the  
10 restatement, the articles of amendment shall clearly identify  
11 such amendment.

12 (9) If, pursuant to Section 10.35, the amendment is to  
13 become effective subsequent to the date on which the  
14 certificate of amendment is issued, the date on which the  
15 amendment is to become effective.

16 (10) If the amendment revives the articles of  
17 incorporation and extends the period of corporate duration,  
18 the amendment shall so state and shall set forth:

19 (i) the date the period of duration expired under the  
20 articles of incorporation;

21 (ii) a statement that the period of duration will be  
22 perpetual, or, if a limited duration is to be provided, the  
23 date to which the period of duration is to be extended; and

24 (iii) a statement that the corporation has been in  
25 continuous operation since before the date of expiration of  
26 its original period of duration.

27 (b) When the provisions of this Section have been  
28 complied with, the Secretary of State shall file the articles  
29 of amendment ~~issue-a-certificate-of-amendment~~.

30 (Source: P.A. 84-924.)

31 (805 ILCS 5/10.35) (from Ch. 32, par. 10.35)

32 Sec. 10.35. Effect of certificate of amendment.

33 (a) The amendment shall become effective and the

1 articles of incorporation shall be deemed to be amended  
2 accordingly, as of the later of:

3 (1) the filing of the articles ~~issuance-of-the~~  
4 ~~certificate~~ of amendment by the Secretary of State; or

5 (2) the time established under the articles of  
6 amendment, not to exceed 30 days after the filing of the  
7 articles ~~issuance-of-the-certificate~~ of amendment by the  
8 Secretary of State.

9 (b) If the amendment is made in accordance with the  
10 provisions of Section 10.40, upon the filing of the articles  
11 ~~issuance--of-the-certificate~~ of amendment by the Secretary of  
12 State, the amendment shall become effective and the articles  
13 of incorporation shall be deemed to be amended accordingly,  
14 without any action thereon by the directors or shareholders  
15 of the corporation and with the same effect as if the  
16 amendments had been adopted by unanimous action of the  
17 directors and shareholders of the corporation.

18 (c) If the amendment restates the articles of  
19 incorporation, such restated articles of incorporation shall,  
20 upon such amendment becoming effective, supersede and stand  
21 in lieu of the corporation's preexisting articles of  
22 incorporation.

23 (d) If the amendment revives the articles of  
24 incorporation and extends the period of corporate duration,  
25 upon the filing of the articles ~~issuance-of-the-certificate~~  
26 of amendment by the Secretary of State, the amendment shall  
27 become effective and the corporate existence shall be deemed  
28 to have continued without interruption from the date of  
29 expiration of the original period of duration, and the  
30 corporation shall stand revived with such powers, duties and  
31 obligations as if its period of duration had not expired; and  
32 all acts and proceedings of its officers, directors and  
33 shareholders, acting or purporting to act as such, which  
34 would have been legal and valid but for such expiration,

1 shall stand ratified and confirmed.

2 (e) Each amendment which affects the number of issued  
3 shares or the amount of paid-in capital shall be deemed to be  
4 a report under the provisions of this Act.

5 (f) No amendment of the articles of incorporation of a  
6 corporation shall affect any existing cause of action in  
7 favor of or against such corporation, or any pending suit in  
8 which such corporation shall be a party, or the existing  
9 rights of persons other than shareholders; and, in the event  
10 the corporate name shall be changed by amendment, no suit  
11 brought by or against such corporation under its former name  
12 shall be abated for that reason.

13 (Source: P.A. 91-464, eff. 1-1-00.)

14 (805 ILCS 5/11.25) (from Ch. 32, par. 11.25)

15 Sec. 11.25. Articles of merger, consolidation or  
16 exchange. (a) Upon such approval, articles of merger,  
17 consolidation or exchange shall be executed by each  
18 corporation and filed in duplicate in accordance with Section  
19 1.10 of this Act and shall set forth:

20 (1) The plan of merger, consolidation or exchange.

21 (2) As to each corporation:

22 (i) a statement that the plan was adopted at a meeting  
23 of shareholders by the affirmative vote of the holders of  
24 outstanding shares having not less than the minimum number of  
25 votes necessary to adopt such plan, as provided by the  
26 articles of incorporation of the respective corporations; or

27 (ii) a statement that the plan was adopted by a consent  
28 in writing signed by the holders of outstanding shares having  
29 not less than the minimum number of votes necessary to adopt  
30 such plan, as provided by the articles of incorporation of  
31 the respective corporations, and in accordance with Section  
32 7.10 of this Act.

33 (b) When the provisions of this Section have been

1 complied with, the Secretary of State shall file the articles  
2 issue--a--ertificate of merger, consolidation, or share  
3 exchange.

4 (Source: P.A. 83-1025.)

5 (805 ILCS 5/11.30) (from Ch. 32, par. 11.30)

6 Sec. 11.30. Merger of subsidiary corporation.

7 (a) Any corporation, in this Section referred to as the  
8 "parent corporation", owning at least 90% of the outstanding  
9 shares of each class of shares of any other corporation or  
10 corporations, in this Section referred to as the "subsidiary  
11 corporation", may merge the subsidiary corporation or  
12 corporations into itself or into one of the subsidiary  
13 corporations, if each merging subsidiary corporation is  
14 solvent, without approval by a vote of the shareholders of  
15 the parent corporation or the shareholders of any of the  
16 merging subsidiary corporations, upon completion of the  
17 requirements of this Section.

18 (b) The board of directors of the parent corporation  
19 shall, by resolution, approve a plan of merger setting forth:

20 (1) The name of each merging subsidiary corporation  
21 and the name of the parent corporation; and

22 (2) The manner and basis of converting the shares  
23 of each merging subsidiary corporation not owned by the  
24 parent corporation into shares, obligations or other  
25 securities of the surviving corporation or of the parent  
26 corporation or into cash or other property or into any  
27 combination of the foregoing.

28 (c) A copy of such plan of merger shall be mailed to  
29 each shareholder, other than the parent corporation, of a  
30 merging subsidiary corporation who was a shareholder of  
31 record on the date of the adoption of the plan of merger,  
32 together with a notice informing such shareholders of their  
33 right to dissent and enclosing a copy of Section 11.70 or

1 otherwise providing adequate notice of the procedure to  
2 dissent.

3 (d) After 30 days following the mailing of a copy of the  
4 plan of merger and notice to the shareholders of each merging  
5 subsidiary corporation, or upon the written consent to the  
6 merger or written waiver of the 30 day period by the holders  
7 of all the outstanding shares of all shares of all such  
8 subsidiary corporations, the articles of merger shall be  
9 executed by the parent corporation and filed in duplicate in  
10 accordance with Section 1.10 of this Act and shall set forth:

11 (1) The plan of merger.

12 (2) The number of outstanding shares of each class  
13 of each merging subsidiary corporation and the number of  
14 such shares of each class owned immediately prior to the  
15 adoption of the plan of merger by the parent corporation.

16 (3) The date of mailing a copy of the plan of  
17 merger and notice of right to dissent to the shareholders  
18 of each merging subsidiary corporation.

19 (e) When the provisions of this Section have been  
20 complied with, the Secretary of State shall file the articles  
21 issue-a-certificate of merger.

22 (f) Subject to Section 11.35 and provided that all the  
23 conditions hereinabove set forth have been met, any domestic  
24 corporation may be merged into or may merge into itself any  
25 foreign corporation in the foregoing manner.

26 (Source: P.A. 88-151.)

27 (805 ILCS 5/11.39)

28 Sec. 11.39. Merger of domestic corporation and limited  
29 liability company.

30 (a) Any one or more domestic corporations may merge with  
31 or into one or more limited liability companies of this  
32 State, any other state or states of the United States, or the  
33 District of Columbia, if the laws of the other state or

1 states or the District of Columbia permit the merger. The  
2 domestic corporation or corporations and the limited  
3 liability company or companies may merge with or into a  
4 corporation, which may be any one of these corporations, or  
5 they may merge with or into a limited liability company,  
6 which may be any one of these limited liability companies,  
7 which shall be a domestic corporation or limited liability  
8 company of this State, any other state of the United States,  
9 or the District of Columbia, which permits the merger  
10 pursuant to a plan of merger complying with and approved in  
11 accordance with this Section.

12 (b) The plan of merger must set forth the following:

13 (1) The names of the domestic corporation or  
14 corporations and limited liability company or companies  
15 proposing to merge and the name of the domestic  
16 corporation or limited liability company into which they  
17 propose to merge, which is designated as the surviving  
18 entity.

19 (2) The terms and conditions of the proposed merger  
20 and the mode of carrying the same into effect.

21 (3) The manner and basis of converting the shares  
22 of each domestic corporation and the interests of each  
23 limited liability company into shares, interests,  
24 obligations, other securities of the surviving entity or  
25 into cash or other property or any combination of the  
26 foregoing.

27 (4) In the case of a merger in which a domestic  
28 corporation is the surviving entity, a statement of any  
29 changes in the articles of incorporation of the surviving  
30 corporation to be effected by the merger.

31 (5) Any other provisions with respect to the  
32 proposed merger that are deemed necessary or desirable,  
33 including provisions, if any, under which the proposed  
34 merger may be abandoned prior to the filing of the

1 articles of merger by the Secretary of State of this  
2 State.

3 (c) The plan required by subsection (b) of this Section  
4 shall be adopted and approved by the constituent corporation  
5 or corporations in the same manner as is provided in Sections  
6 11.05, 11.15, and 11.20 of this Act and, in the case of a  
7 limited liability company, in accordance with the terms of  
8 its operating agreement, if any, and in accordance with the  
9 laws under which it was formed.

10 (d) Upon this approval, articles of merger shall be  
11 executed by each constituent corporation and limited  
12 liability company and filed with the Secretary of State as  
13 ~~provided--in--Section-11.25-of-this-Act~~ and shall be recorded  
14 with respect to each constituent corporation as provided in  
15 Section 11.45 of this Act. The merger shall become effective  
16 for all purposes of the laws of this State when and as  
17 provided in Section 11.40 of this Act with respect to the  
18 merger of corporations of this State.

19 (e) If the surviving entity is to be governed by the  
20 laws of the District of Columbia or any state other than this  
21 State, it shall file with the Secretary of State of this  
22 State an agreement that it may be served with process in this  
23 State in any proceeding for enforcement of any obligation of  
24 any constituent corporation or limited liability company of  
25 this State, as well as for enforcement of any obligation of  
26 the surviving corporation or limited liability company  
27 arising from the merger, including any suit or other  
28 proceeding to enforce the shareholders right to dissent as  
29 provided in Section 11.70 of this Act, and shall irrevocably  
30 appoint the Secretary of State of this State as its agent to  
31 accept service of process in any such suit or other  
32 proceedings.

33 (f) Section 11.50 of this Act shall, insofar as it is  
34 applicable, apply to mergers between domestic corporations

1 and limited liability companies.

2 (g) In any merger under this Section, the surviving  
3 entity shall not engage in any business or exercise any power  
4 that a domestic corporation or domestic limited liability  
5 company may not otherwise engage in or exercise in this  
6 State. Furthermore, the surviving entity shall be governed  
7 by the ownership and control restrictions in Illinois law  
8 applicable to that type of entity.

9 (Source: P.A. 90-424, eff. 1-1-98.)

10 (805 ILCS 5/11.40) (from Ch. 32, par. 11.40)

11 Sec. 11.40. Effective date of merger, consolidation or  
12 exchange. The merger, consolidation or exchange shall become  
13 effective upon filing of the articles ~~the-issuance-of-the~~  
14 ~~certificate~~ of merger, consolidation or exchange by the  
15 Secretary of State or on a later specified date, not more  
16 than 30 days subsequent to the filing of the articles of  
17 merger, consolidation or exchange ~~issuance-of-the-certificate~~  
18 by the Secretary of State, as may be provided for in the  
19 plan.

20 (Source: P.A. 88-151.)

21 (805 ILCS 5/11.45) (from Ch. 32, par. 11.45)

22 Sec. 11.45. Recording of certificate and articles of  
23 merger, consolidation or exchange. A copy of the articles of  
24 merger, consolidation or exchange as filed by the Secretary  
25 of State ~~The--certificate--of--merger--with--the--copy--of--the~~  
26 ~~articles--of--merger--affixed--thereto--by--the--Secretary--of--State,~~  
27 ~~or--the--certificate--of--consolidation--with--the--copy--of--the~~  
28 ~~articles--of--consolidation--affixed--thereto--by--the--Secretary--of~~  
29 ~~State,--or--the--certificate--of--exchange--with--the--copy--of--the~~  
30 ~~articles--of--exchange--affixed--thereto--by--the--Secretary--of~~  
31 State, shall be returned to the surviving or new or acquiring  
32 corporation, as the case may be, or to its representative,

1 and such certificate--and articles, or a copy thereof  
2 certified by the Secretary of State, shall be filed for  
3 record within the time prescribed by Section 1.10 of this Act  
4 in the office of the Recorder of each county in which the  
5 registered office of each merging or consolidating or  
6 acquiring corporation may be situated, and in the case of a  
7 consolidation, in the office of the Recorder of the county in  
8 which the registered office of the new corporation shall be  
9 situated and, in the case of a share exchange, in the office  
10 of the Recorder of the county in which the registered office  
11 of the corporation whose shares were acquired shall be  
12 situated.

13 (Source: P.A. 83-1362.)

14 (805 ILCS 5/12.20) (from Ch. 32, par. 12.20)

15 Sec. 12.20. Articles of dissolution.

16 (a) When a voluntary dissolution has been authorized as  
17 provided by this Act, articles of dissolution shall be  
18 executed and filed in duplicate in accordance with Section  
19 1.10 of this Act and shall set forth:

20 (1) The name of the corporation.

21 (2) The date dissolution was authorized.

22 (3) A post-office address to which may be mailed a  
23 copy of any process against the corporation that may be  
24 served on the Secretary of State.

25 (4) A statement of the aggregate number of issued  
26 shares of the corporation itemized by classes and series,  
27 if any, within a class, as of the date of execution.

28 (5) A statement of the amount of paid-in capital of  
29 the corporation as of the date of execution.

30 (6) Such additional information as may be necessary  
31 or appropriate in order to determine any unpaid fees or  
32 franchise taxes payable by such corporation as in this  
33 Act prescribed.

1           (7) Where dissolution is authorized pursuant to  
 2           Section 12.05, a statement that a majority of  
 3           incorporators or majority of directors, as the case may  
 4           be, have consented to the dissolution and that all  
 5           provisions of Section 12.05 have been complied with.

6           (8) Where dissolution is authorized pursuant to  
 7           Section 12.10, a statement that the holders of all the  
 8           outstanding shares entitled to vote on dissolution have  
 9           consented thereto.

10          (9) Where dissolution is authorized pursuant to  
 11          Section 12.15, a statement that a resolution proposing  
 12          dissolution has been adopted at a meeting of shareholders  
 13          by the affirmative vote of the holders of outstanding  
 14          shares having not less than the minimum number of votes  
 15          necessary to adopt such resolution as provided by the  
 16          articles of incorporation.

17          (b) When the provisions of this Section have been  
 18          complied with, the Secretary of State shall file the articles  
 19          ~~issue-a-certificate~~ of dissolution.

20          (c) The dissolution is effective on the date of the  
 21          filing of the articles ~~issuance-of-the-certificate~~ thereof by  
 22          the Secretary of State.

23          (Source: P.A. 86-985.)

24          (805 ILCS 5/12.25) (from Ch. 32, par. 12.25)

25          Sec. 12.25.     Revocation of Dissolution.     (a) A  
 26          corporation may revoke its dissolution within 60 days of the  
 27          effective date of dissolution if the corporation has not  
 28          begun to distribute its assets or has not commenced a  
 29          proceeding for court-supervision of its winding up under  
 30          Section 12.50.

31          (b) The corporation's board of directors, or its  
 32          incorporators if shares have not been issued and the initial  
 33          directors have not been designated, may revoke the

1 dissolution without shareholder action.

2 (c) Within 60 days after the dissolution has been  
3 revoked by the corporation, articles of revocation of  
4 dissolution shall be executed and filed in duplicate in  
5 accordance with Section 1.10 of this Act and shall set forth:

6 (1) The name of the corporation.

7 (2) The effective date of the dissolution that was  
8 revoked.

9 (3) A statement that the corporation has not begun to  
10 distribute its assets nor has it commenced a proceeding for  
11 court-supervision of its winding up.

12 (4) The date the revocation of dissolution was  
13 authorized.

14 (5) A statement that the corporation's board of  
15 directors (or incorporators) revoked the dissolution.

16 (d) When the provisions of this Section have been  
17 complied with, the Secretary of State shall file the articles  
18 ~~issue-a-certificate~~ of revocation of dissolution. Failure to  
19 file the revocation of dissolution as required in subsection  
20 (c) hereof shall not be grounds for the Secretary of State to  
21 reject the filing, but the corporation filing beyond the time  
22 period shall pay a penalty as prescribed by this Act.

23 (e) The revocation of dissolution is effective on the  
24 date of filing ~~the-issuance-of-the-certificate~~ thereof by the  
25 Secretary of State and shall relate back and take effect as  
26 of the date ~~of-issuance-of-the-certificate~~ of dissolution and  
27 the corporation may resume carrying on business as if  
28 dissolution had never occurred.

29 (Source: P.A. 84-1412.)

30 (805 ILCS 5/12.35) (from Ch. 32, par. 12.35)

31 Sec. 12.35. Grounds for administrative dissolution. The  
32 Secretary of State may dissolve any corporation  
33 administratively if:

1 (a) It has failed to file its annual report or final  
 2 transition annual report and pay its franchise tax as  
 3 required by this Act before the first day of the anniversary  
 4 month or, in the case of a corporation which has established  
 5 an extended filing month, the extended filing month of the  
 6 corporation of the year in which such annual report becomes  
 7 due and such franchise tax becomes payable;

8 (b) it has failed to file in the office of the Secretary  
 9 of State any report after the expiration of the period  
 10 prescribed in this Act for filing such report; or

11 (c) it has failed to pay any fees, franchise taxes, or  
 12 charges prescribed by this Act;

13 (d) it has misrepresented any material matter in any  
 14 application, report, affidavit, or other document filed by  
 15 the corporation pursuant to this Act; or

16 (e) (e) it has failed to appoint and maintain a  
 17 registered agent in this State.

18 (Source: P.A. 86-985.)

19 (805 ILCS 5/12.45) (from Ch. 32, par. 12.45)

20 Sec. 12.45. Reinstatement following administrative  
 21 dissolution. (a) A domestic corporation administratively  
 22 dissolved under Section 12.40 may be reinstated by the  
 23 Secretary of State within five years following the date of  
 24 issuance of the certificate of dissolution upon:

25 (1) The filing of an application for reinstatement.

26 (2) The filing with the Secretary of State by the  
 27 corporation of all reports then due and theretofore becoming  
 28 due.

29 (3) The payment to the Secretary of State by the  
 30 corporation of all fees, franchise taxes, and penalties then  
 31 due and theretofore becoming due.

32 (b) The application for reinstatement shall be executed  
 33 and filed in duplicate in accordance with Section 1.10 of

1 this Act and shall set forth:

2 (1) The name of the corporation at the time of the  
3 issuance of the certificate of dissolution.

4 (2) If such name is not available for use as determined  
5 by the Secretary of State at the time of filing the  
6 application for reinstatement, the name of the corporation as  
7 changed, provided however, and any change of name is properly  
8 effected pursuant to Section 10.05 and Section 10.30 of this  
9 Act.

10 (3) The date of the issuance of the certificate of  
11 dissolution.

12 (4) The address, including street and number, or rural  
13 route number of the registered office of the corporation upon  
14 reinstatement thereof, and the name of its registered agent  
15 at such address upon the reinstatement of the corporation,  
16 provided however, that any change from either the registered  
17 office or the registered agent at the time of dissolution is  
18 properly reported pursuant to Section 5.10 of this Act.

19 (c) When a dissolved corporation has complied with the  
20 provisions of this Sec the Secretary of State shall file the  
21 application for issue-a-certificate-of reinstatement.

22 (d) Upon the filing of the application for issuance-of  
23 the-certificate-of reinstatement, the corporate existence  
24 shall be deemed to have continued without interruption from  
25 the date of the issuance of the certificate of dissolution,  
26 and the corporation shall stand revived with such powers,  
27 duties and obligations as if it had not been dissolved; and  
28 all acts and proceedings of its officers, directors and  
29 shareholders, acting or purporting to act as such, which  
30 would have been legal and valid but for such dissolution,  
31 shall stand ratified and confirmed.

32 (Source: P.A. 86-381.)

33 (805 ILCS 5/12.80) (from Ch. 32, par. 12.80)

1           Sec. 12.80. Survival of remedy after dissolution. The  
2 dissolution of a corporation either (1) by filing articles of  
3 dissolution in accordance with Section 12.20 of this Act, (2)  
4 by the issuance of a certificate of dissolution in accordance  
5 with Section 12.40 of this Act by the Secretary of State, (3)  
6 ~~or--(2)~~ by a judgment of dissolution by a circuit court of  
7 this State, or (4) ~~(3)~~ by expiration of its period of  
8 duration, shall not take away nor impair any civil remedy  
9 available to or against such corporation, its directors, or  
10 shareholders, for any right or claim existing, or any  
11 liability incurred, prior to such dissolution if action or  
12 other proceeding thereon is commenced within five years after  
13 the date of such dissolution. Any such action or proceeding  
14 by or against the corporation may be prosecuted or defended  
15 by the corporation in its corporate name.

16       (Source: P.A. 85-1344.)

17           (805 ILCS 5/13.05) (from Ch. 32, par. 13.05)

18           Sec. 13.05. Admission of foreign corporation. Except as  
19 provided in Article V of the Illinois Insurance Code, a  
20 foreign corporation organized for profit, before it transacts  
21 business in this State, shall procure a--~~certificate--of~~  
22 authority so to do from the Secretary of State. A foreign  
23 corporation organized for profit, upon complying with the  
24 provisions of this Act, may secure from the Secretary of  
25 State the a--~~certificate-of~~ authority to transact business in  
26 this State, but no foreign corporation shall be entitled to  
27 procure a--~~certificate-of~~ authority under this Act to act as  
28 trustee, executor, administrator, administrator to collect,  
29 or guardian, or in any other like fiduciary capacity in this  
30 State or to transact in this State the business of banking,  
31 insurance, suretyship, or a business of the character of a  
32 building and loan corporation. A foreign professional service  
33 corporation may secure a--~~certificate-of~~ authority to transact

1 business in this State from the Secretary of State upon  
2 complying with this Act and demonstrating compliance with the  
3 Act regulating the professional service to be rendered by the  
4 professional service corporation. However, no foreign  
5 professional service corporation shall be granted a  
6 ~~certificate~~ of authority unless it complies with the  
7 requirements of the Professional Service Corporation Act  
8 concerning ownership and control by specified licensed  
9 professionals. These professionals must be licensed in the  
10 state of domicile or this State. A foreign corporation shall  
11 not be denied a ~~certificate~~ of authority by reason of the  
12 fact that the laws of the state under which such corporation  
13 is organized governing its organization and internal affairs  
14 differ from the laws of this State, and nothing in this Act  
15 contained shall be construed to authorize this State to  
16 regulate the organization or the internal affairs of such  
17 corporation.

18 (Source: P.A. 90-424, eff. 1-1-98; 91-593, eff. 8-14-99.)

19 (805 ILCS 5/13.10) (from Ch. 32, par. 13.10)

20 Sec. 13.10. Powers of foreign corporation. No foreign  
21 corporation shall transact in this State any business which a  
22 corporation organized under the laws of this State is not  
23 permitted to transact. A foreign corporation which shall have  
24 received a ~~certificate~~ of authority to transact business  
25 under this Act shall, until a certificate of revocation has  
26 been issued or an application for of withdrawal shall have  
27 been filed issued as provided in this Act, enjoy the same,  
28 but no greater, rights and privileges as a domestic  
29 corporation organized for the purposes set forth in the  
30 application pursuant to which such ~~certificate~~ of authority  
31 is granted issued; and, except as in Section 13.05 otherwise  
32 provided with respect to the organization and internal  
33 affairs of a foreign corporation and except as elsewhere in

1 this Act otherwise provided, shall be subject to the same  
2 duties, restrictions, penalties, and liabilities now or  
3 hereafter imposed upon a domestic corporation of like  
4 character.

5 (Source: P.A. 83-1025.)

6 (805 ILCS 5/13.15) (from Ch. 32, par. 13.15)

7 Sec. 13.15. Application for ~~certificate~~ of authority.

8 (a) A foreign corporation, in order to procure a ~~certificate~~  
9 of authority to transact business in this State, shall  
10 execute and file in duplicate an application therefor, in  
11 accordance with Section 1.10 of this Act, and shall also file  
12 a copy of its articles of incorporation and all amendments  
13 thereto, duly authenticated by the proper officer of the  
14 state or country wherein it is incorporated. Such  
15 application shall set forth:

16 (1) The name of the corporation, with any additions  
17 thereto required in order to comply with Section 4.05 of this  
18 Act together with the state or country under the laws of  
19 which it is organized.

20 (2) The date of its incorporation and the period of its  
21 duration.

22 (3) The address, including street and number, or rural  
23 route number, of its principal office.

24 (4) The address, including street and number, if any, of  
25 its proposed registered office in this State, and the name of  
26 its proposed registered agent in this State at such address.

27 (5) (Blank.) ~~The names of the states and countries, if~~  
28 ~~any, in which it is admitted or qualified to transact~~  
29 ~~business.~~

30 (6) The purpose or purposes for which it was organized  
31 which it proposes to pursue in the transaction of business in  
32 this State.

33 (7) The names and respective residential addresses,

1 including street and number, or rural route number, of its  
2 directors and officers.

3 (8) A statement of the aggregate number of shares which  
4 it has authority to issue, itemized by classes, and series,  
5 if any, within a class.

6 (9) A statement of the aggregate number of its issued  
7 shares itemized by classes, and series, if any, within a  
8 class.

9 (10) A statement of the amount of paid-in capital of the  
10 corporation, as defined in this Act.

11 (11) An estimate, expressed in dollars, of the value of  
12 all the property to be owned by it for the following year,  
13 wherever located, and an estimate of the value of the  
14 property to be located within this State during such year,  
15 and an estimate, expressed in dollars, of the gross amount of  
16 business which will be transacted by it during such year and  
17 an estimate of the gross amount thereof which will be  
18 transacted by it at or from places of business in this State  
19 during such year.

20 (12) In the case of telegraph, telephone, cable,  
21 railroad, or pipe line corporations, the total length of such  
22 telephone, telegraph, cable, railroad, or pipe line and the  
23 length of the line located in this State, and the total value  
24 of such line and the value of such line in this State.

25 (13) Such additional information as may be necessary or  
26 appropriate in order to enable the Secretary of State to  
27 determine whether such corporation is entitled to be granted  
28 ~~a certificate of~~ authority to transact business in this State  
29 and to determine and assess the franchise taxes, fees, and  
30 charges payable as in this Act prescribed.

31 (b) Such application shall be made on forms prescribed  
32 and furnished by the Secretary of State.

33 (c) When the provisions of this Section have been  
34 complied with, the Secretary of State shall file the

1 application for issue-a-certificate-of authority.

2 (Source: P.A. 85-1269.)

3 (805 ILCS 5/13.20) (from Ch. 32, par. 13.20)

4 Sec. 13.20. Effect of ~~certificate-of~~ authority. Upon the  
5 filing of the application for issuance-of--a--certificate--of  
6 authority by the Secretary of State, the corporation shall  
7 have the right to transact business in this State for those  
8 purposes set forth in its application, subject, however, to  
9 the right of this State to revoke such right to transact  
10 business in this State as provided in this Act.

11 (Source: P.A. 83-1025.)

12 (805 ILCS 5/13.25) (from Ch. 32, par. 13.25)

13 Sec. 13.25. Change of name by foreign corporation.  
14 Whenever a foreign corporation which is admitted to transact  
15 business in this State shall change its name to one under  
16 which ~~a-certificate-of~~ authority to transact business in this  
17 State would not be granted to it on application therefor, the  
18 authority of such corporation to transact business in this  
19 State shall be suspended and it shall not thereafter transact  
20 any business in this State until it has changed its name to a  
21 name which is available to it under the laws of this State or  
22 until it has adopted an assumed corporate name in accordance  
23 with Section 4.15 of this Act.

24 (Source: P.A. 83-1025.)

25 (805 ILCS 5/13.30) (from Ch. 32, par. 13.30)

26 Sec. 13.30. Amendment to articles of incorporation of  
27 foreign corporation. Each foreign corporation authorized to  
28 transact business in this State, whenever its articles of  
29 incorporation are amended, shall forthwith file in the office  
30 of the Secretary of State a copy of such amendment duly  
31 authenticated by the proper officer of the State or country

1 under the laws of which such corporation is organized; but  
2 the filing thereof shall not of itself enlarge or alter the  
3 purpose or purposes which such corporation is authorized to  
4 pursue in the transaction of business in this State, nor  
5 authorize such corporation to transact business in this State  
6 under any other name than the name set forth in its  
7 application for certificate--of authority, nor extend the  
8 duration of its corporate existence.

9 (Source: P.A. 83-1025.)

10 (805 ILCS 5/13.35) (from Ch. 32, par. 13.35)

11 Sec. 13.35. Merger of foreign corporation authorized to  
12 transact business in this state. Whenever a foreign  
13 corporation authorized to transact business in this State  
14 shall be a party to a statutory merger permitted by the laws  
15 of the state or country under which it is organized, and such  
16 corporation shall be the surviving corporation, it shall  
17 forthwith file with the Secretary of State a copy of the  
18 articles of merger duly authenticated by the proper officer  
19 of the state or country under the laws of which such  
20 statutory merger was effected; and it shall not be necessary  
21 for such corporation to procure either a new or an amended  
22 certificate--of authority to transact business in this State  
23 unless the name of such corporation or the duration of its  
24 corporate existence be changed thereby or unless the  
25 corporation desires to pursue in this State other or  
26 additional purposes than those which it is then authorized to  
27 transact in this State.

28 (Source: P.A. 83-1025.)

29 (805 ILCS 5/13.40) (from Ch. 32, par. 13.40)

30 Sec. 13.40. Amended certificate of authority. A foreign  
31 corporation authorized to transact business in this State  
32 shall secure an amended certificate-of authority to do so in

1 the event it changes its corporate name, changes the duration  
2 of its corporate existence, or desires to pursue in this  
3 State other or additional purposes than those set forth in  
4 its prior application for a--~~certificate~~--of authority, by  
5 making application therefor to the Secretary of State.

6 The application shall set forth:

7 (1) The name of the corporation, with any additions  
8 required in order to comply with Section 4.05 of this  
9 Act, together with the state or country under the laws of  
10 which it is organized.

11 (2) The change to be effected.

12 (Source: P.A. 88-151.)

13 (805 ILCS 5/13.45) (from Ch. 32, par. 13.45)

14 Sec. 13.45. Withdrawal of foreign corporation. A foreign  
15 corporation authorized to transact business in this State may  
16 withdraw from this State upon filing with ~~procuring from~~ the  
17 Secretary of State an application for a--~~certificate~~--of  
18 withdrawal. In order to procure such ~~certificate~~--of  
19 withdrawal, the ~~such~~ foreign corporation shall either:

20 (a) execute and file in duplicate, in accordance  
21 with Section 1.10 of this Act, an application for  
22 withdrawal and a final report, which shall set forth:

23 (1) that no proportion of its issued shares  
24 is, on the date of the ~~such~~ application, represented  
25 by business transacted or property located in this  
26 State;;

27 (2) that it surrenders its authority to  
28 transact business in this State;;

29 (3) that it revokes the authority of its  
30 registered agent in this State to accept service of  
31 process and consents that service of process in any  
32 suit, action, or proceeding based upon any cause of  
33 action arising in this State during the time the

1 corporation was licensed to transact business in  
2 this State may thereafter be made on the such  
3 corporation by service thereof on the Secretary of  
4 State; ~~i~~:-

5 (4) a post-office address to which may be  
6 mailed a copy of any process against the corporation  
7 that may be served on the Secretary of State; ~~i~~:-

8 (5) the name of the corporation and the state  
9 or country under the laws of which it is organized; ~~i~~:-

10 (6) a statement of the aggregate number of  
11 issued shares of the corporation itemized by  
12 classes, and series, if any, within a class, as of  
13 the date of the such final report; ~~i~~:-

14 (7) a statement of the amount of paid-in  
15 capital of the corporation as of the date of the  
16 such final report; ~~and~~:-

17 (8) such additional information as may be  
18 necessary or appropriate in order to enable the  
19 Secretary of State to determine and assess any  
20 unpaid fees or franchise taxes payable by the such  
21 foreign corporation as prescribed in this Act  
22 ~~prescribed~~; or

23 (b) if it has been dissolved, file a copy of the  
24 articles of dissolution duly authenticated by the proper  
25 officer of the state or country under the laws of which  
26 the such corporation was organized.

27 ~~(e)~~ The application for withdrawal and the final report  
28 shall be made on forms prescribed and furnished by the  
29 Secretary of State.

30 ~~(d)~~ When the corporation has complied with subsection (a)  
31 ~~or (b)~~ of this Section, the Secretary of State shall file the  
32 application for issue-a-certificate-of withdrawal and mail a  
33 copy of the application to the corporation or its  
34 representative. If the provisions of subsection (b) of this

1 Section have been followed, the Secretary of State shall file  
2 the copy of the articles of dissolution in his or her office  
3 ~~with--one--copy--of--the--certificate--of--withdrawal--affixed~~  
4 ~~thereto,--mail--the--original--certificate--to--the--corporation--or~~  
5 ~~its--representative.~~

6 Upon the filing of the application for issuance of such  
7 certificate of withdrawal or copy of the articles of  
8 dissolution, the authority of the corporation to transact  
9 business in this State shall cease.

10 (Source: P.A. 91-464, eff. 1-1-00; revised 3-21-00.)

11 (805 ILCS 5/13.50) (from Ch. 32, par. 13.50)

12 Sec. 13.50. Grounds for revocation of ~~certificate of~~  
13 authority. The ~~certificate of~~ authority of a foreign  
14 corporation to transact business in this State may be revoked  
15 by the Secretary of State:

16 (a) Upon the failure of an officer or director to whom  
17 interrogatories have been propounded by the Secretary of  
18 State as provided in this Act, to answer the same fully and  
19 to file such answer in the office of the Secretary of State.

20 (b) If the answer to such interrogatories discloses, or  
21 if the fact is otherwise ascertained, that the proportion of  
22 the sum of the paid-in capital of such corporation  
23 represented in this State is greater than the amount on which  
24 such corporation has theretofore paid fees and franchise  
25 taxes, and the deficiency therein is not paid.

26 (c) If the corporation for a period of one year has  
27 transacted no business and has had no tangible property in  
28 this State as revealed by its annual reports.

29 (d) Upon the failure of the corporation to keep on file  
30 in the office of the Secretary of State duly authenticated  
31 copies of each amendment to its articles of incorporation.

32 (e) Upon the failure of the corporation to appoint and  
33 maintain a registered agent in this State.

1           (f) Upon the failure of the corporation to file for  
2 record in the office of the recorder of the county in which  
3 its registered office is situated, ~~its--certificate---~~ of  
4 ~~authority-or-any-amended-certificate-of-authority-to-transact~~  
5 ~~business--in--this--State,~~ or any appointment of registered  
6 agent.

7           (g) Upon the failure of the corporation to file any  
8 report after the period prescribed by this Act for the filing  
9 of such report.

10          (h) Upon the failure of the corporation to pay any fees,  
11 franchise taxes, or charges prescribed by this Act.

12          (i) For misrepresentation of any material matter in any  
13 application, report, affidavit, or other document filed by  
14 such corporation pursuant to this Act.

15          (j) Upon the failure of the corporation to renew its  
16 assumed name or to apply to change its assumed name pursuant  
17 to the provisions of this Act, when the corporation can only  
18 transact business within this State under its assumed name in  
19 accordance with the provisions of Section 4.05 of this Act.

20          (k) When under the provisions of the "Consumer Fraud and  
21 Deceptive Business Practices Act" a court has found that the  
22 corporation substantially and willfully violated such Act.

23          (Source: P.A. 83-1362.)

24          (805 ILCS 5/13.55) (from Ch. 32, par. 13.55)

25          Sec. 13.55. Procedure for revocation of ~~certificate-of~~  
26 ~~authority.~~ (a) After the Secretary of State determines that  
27 one or more grounds exist under Section 13.50 for the  
28 revocation of a ~~certificate-of~~ authority of a foreign  
29 corporation, he or she shall send by regular mail to each  
30 delinquent corporation a Notice of Delinquency to its  
31 registered office, or, if the corporation has failed to  
32 maintain a registered office, then to the president or other  
33 principal officer at the last known office of said officer.

1           (b) If the corporation does not correct the default  
2 within 90 days following such notice, the Secretary of State  
3 shall thereupon revoke the ~~certificate-of~~ authority of the  
4 corporation by issuing a certificate of revocation that  
5 recites the grounds for revocation and its effective date.  
6 The Secretary of State shall file the original of the  
7 certificate in his or her office, mail one copy to the  
8 corporation at its registered office and file one copy for  
9 record in the office of the recorder of the county in which  
10 the registered office of the corporation in this State is  
11 situated, to be recorded by such recorder. The recorder shall  
12 submit for payment to the Secretary of State, on a quarterly  
13 basis, the amount of filing fees incurred.

14           (c) Upon the issuance of the certificate of revocation,  
15 the authority of the corporation to transact business in this  
16 State shall cease and such revoked corporation shall not  
17 thereafter carry on any business in this State.

18           (Source: P.A. 85-1269.)

19           (805 ILCS 5/13.60) (from Ch. 32, par. 13.60)

20           Sec. 13.60. Reinstatement following revocation. (a) A  
21 foreign corporation revoked under Section 13.55 may be  
22 reinstated by the Secretary of State within five years  
23 following the date of issuance of the certificate of  
24 revocation upon:

25           (1) The filing of an application for reinstatement.

26           (2) The filing with the Secretary of State by the  
27 corporation of all reports then due and theretofore becoming  
28 due.

29           (3) The payment to the Secretary of State by the  
30 corporation of all fees, franchise taxes, and penalties then  
31 due and theretofore becoming due.

32           (b) The application for reinstatement shall be executed  
33 and filed in duplicate in accordance with Section 1.10 of

1 this Act and shall set forth:

2 (1) The name of the corporation at the time of the  
3 issuance of the certificate of revocation.

4 (2) If such name is not available for use as determined  
5 by the Secretary of State at the time of filing the  
6 application for reinstatement, the name of the corporation as  
7 changed; provided, however, that any change of name is  
8 properly effected pursuant to Section 13.30 and Section 13.40  
9 of this Act.

10 (3) The date of the issuance of the certificate of  
11 revocation.

12 (4) The address, including street and number, or rural  
13 route number, of the registered office of the corporation  
14 upon reinstatement thereof, and the name of its registered  
15 agent at such address upon the reinstatement of the  
16 corporation; provided, however, that any change from either  
17 the registered office or the registered agent at the time of  
18 revocation is properly reported pursuant to Section 5.10 of  
19 this act.

20 (c) When a revoked corporation has complied with the  
21 provisions of this Section, the Secretary of State shall file  
22 the application for issue-a-certificate-of reinstatement.

23 (d) Upon the filing of the application for issuance-of  
24 the--certificate--of reinstatement, the authority of the  
25 corporation to transact business in this State shall be  
26 deemed to have continued without interruption from the date  
27 of the issuance of the certificate of revocation, and the  
28 corporation shall stand revived as if its certificate of  
29 authority had not been revoked; and all acts and proceedings  
30 of its officers, directors and shareholders, acting or  
31 purporting to act as such, which would have been legal and  
32 valid but for such revocation, shall stand ratified and  
33 confirmed.

34 (Source: P.A. 85-1269.)

1 (805 ILCS 5/13.70) (from Ch. 32, par. 13.70)

2 Sec. 13.70. Transacting business without ~~certificate-of~~  
3 authority.

4 (a) No foreign corporation transacting business in this  
5 State without a--~~certificate--of~~ authority to do so is  
6 permitted to maintain a civil action in any court of this  
7 State, until the corporation obtains that a--~~certificate--of~~  
8 authority. Nor shall a civil action be maintained in any  
9 court of this State by any successor or assignee of the  
10 corporation on any right, claim or demand arising out of the  
11 transaction of business by the corporation in this State,  
12 until a--~~certificate-of~~ authority to transact business in this  
13 State is obtained by the corporation or by a corporation that  
14 has acquired all or substantially all of its assets.

15 (b) The failure of a foreign corporation to obtain a  
16 ~~certificate-of~~ authority to transact business in this State  
17 does not impair the validity of any contract or act of the  
18 corporation, and does not prevent the corporation from  
19 defending any action in any court of this State.

20 (c) A foreign corporation that transacts business in  
21 this State without a--~~certificate-of~~ authority is liable to  
22 this State, for the years or parts thereof during which it  
23 transacted business in this State without a--~~certificate-of~~  
24 authority, in an amount equal to all fees, franchise taxes,  
25 penalties and other charges that would have been imposed by  
26 this Act upon the corporation had it duly applied for and  
27 received a--~~certificate-of~~ authority to transact business in  
28 this State as required by this Act, but failed to pay the  
29 franchise taxes that would have been computed thereon, and  
30 thereafter filed all reports required by this Act; and, if a  
31 corporation fails to file an application for obtain--a  
32 ~~certificate--of~~ authority within 60 days after it commences  
33 business in this State, in addition thereto it is liable for  
34 a penalty of either 10% of the filing fee, license fee and

1 franchise taxes or \$200 plus \$5.00 for each month or fraction  
2 thereof in which it has continued to transact business in  
3 this State without a--~~certificate~~--of authority therefor,  
4 whichever penalty is greater. The Attorney General shall  
5 bring proceedings to recover all amounts due this State under  
6 this Section.

7 (Source: P.A. 87-516.)

8 (805 ILCS 5/14.05) (from Ch. 32, par. 14.05)

9 Sec. 14.05. Annual report of domestic or foreign  
10 corporation. Each domestic corporation organized under any  
11 general law or special act of this State authorizing the  
12 corporation to issue shares, other than homestead  
13 associations, building and loan associations, banks and  
14 insurance companies (which includes a syndicate or limited  
15 syndicate regulated under Article V 1/2 of the Illinois  
16 Insurance Code or member of a group of underwriters regulated  
17 under Article V of that Code), and each foreign corporation  
18 (except members of a group of underwriters regulated under  
19 Article V of the Illinois Insurance Code) authorized to  
20 transact business in this State, shall file, within the time  
21 prescribed by this Act, an annual report setting forth:

22 (a) The name of the corporation.

23 (b) The address, including street and number, or  
24 rural route number, of its registered office in this  
25 State, and the name of its registered agent at that  
26 address and a statement of change of its registered  
27 office or registered agent, or both, if any.

28 (c) The address, including street and number, or  
29 rural route number, of its principal office.

30 (d) The names and respective business residential  
31 addresses, including street and number, or rural route  
32 number, of its directors and officers.

33 (e) A statement of the aggregate number of shares

1           which the corporation has authority to issue, itemized by  
2           classes and series, if any, within a class.

3           (f) A statement of the aggregate number of issued  
4           shares, itemized by classes, and series, if any, within a  
5           class.

6           (g) A statement, expressed in dollars, of the  
7           amount of paid-in capital of the corporation as defined  
8           in this Act.

9           (h) Either a statement that (1) all the property of  
10          the corporation is located in this State and all of its  
11          business is transacted at or from places of business in  
12          this State, or the corporation elects to pay the annual  
13          franchise tax on the basis of its entire paid-in capital,  
14          or (2) a statement, expressed in dollars, of the value of  
15          all the property owned by the corporation, wherever  
16          located, and the value of the property located within  
17          this State, and a statement, expressed in dollars, of the  
18          gross amount of business transacted by the corporation  
19          and the gross amount thereof transacted by the  
20          corporation at or from places of business in this State  
21          as of the close of its fiscal year on or immediately  
22          preceding the last day of the third month prior to the  
23          anniversary month or in the case of a corporation which  
24          has established an extended filing month, as of the close  
25          of its fiscal year on or immediately preceding the last  
26          day of the third month prior to the extended filing  
27          month; however, in the case of a domestic corporation  
28          that has not completed its first fiscal year, the  
29          statement with respect to property owned shall be as of  
30          the last day of the third month preceding the anniversary  
31          month and the statement with respect to business  
32          transacted shall be furnished for the period between the  
33          date of incorporation and the last day of the third month  
34          preceding the anniversary month. In the case of a

1 foreign corporation that has not been authorized to  
2 transact business in this State for a period of 12 months  
3 and has not commenced transacting business prior to  
4 obtaining a ~~certificate of~~ authority, the statement with  
5 respect to property owned shall be as of the last day of  
6 the third month preceding the anniversary month and the  
7 statement with respect to business transacted shall be  
8 furnished for the period between the date of its  
9 authorization to transact business in this State and the  
10 last day of the third month preceding the anniversary  
11 month. If the data referenced in item (2) of this  
12 subsection is not completed, the franchise tax provided  
13 for in this Act shall be computed on the basis of the  
14 entire paid-in capital.

15 (i) A statement, including the basis therefor, of  
16 status as a "minority owned business" or as a "female  
17 owned business" as those terms are defined in the  
18 Minority-and-Female Business Enterprise for Minorities,  
19 Females, and Persons with Disabilities Act.

20 (j) Additional information as may be necessary or  
21 appropriate in order to enable the Secretary of State to  
22 administer this Act and to verify the proper amount of  
23 fees and franchise taxes payable by the corporation.

24 The annual report shall be made on forms prescribed and  
25 furnished by the Secretary of State, and the information  
26 therein required by paragraphs (a) through (d), both  
27 inclusive, of this Section, shall be given as of the date of  
28 the execution of the annual report and the information  
29 therein required by paragraphs (e), (f) and (g) of this  
30 Section shall be given as of the last day of the third month  
31 preceding the anniversary month, except that the information  
32 required by paragraphs (e), (f) and (g) shall, in the case of  
33 a corporation which has established an extended filing month,  
34 be given in its final transition annual report and each

1 subsequent annual report as of the close of its fiscal year  
2 immediately preceding its extended filing month. It shall be  
3 executed by the corporation by its president, a  
4 vice-president, secretary, assistant secretary, treasurer or  
5 other officer duly authorized by the board of directors of  
6 the corporation to execute those reports, and verified by him  
7 or her, or, if the corporation is in the hands of a receiver  
8 or trustee, it shall be executed on behalf of the corporation  
9 and verified by the receiver or trustee.

10 (Source: P.A. 91-593, eff. 8-14-99; revised 8-23-99.)

11 (805 ILCS 5/14.35) (from Ch. 32, par. 14.35)

12 Sec. 14.35. Report following merger or consolidation.

13 (a) Whenever a domestic corporation or a foreign  
14 corporation authorized to transact business in this State is  
15 the surviving corporation in a statutory merger or whenever a  
16 domestic corporation is the new corporation in a  
17 consolidation, it shall, within 60 days after the effective  
18 date of the event, if the effective date occurs after both  
19 December 31, 1990 and the last day of the third month  
20 immediately preceding its anniversary month in 1991, execute  
21 and file in accordance with Section 1.10 of this Act, a  
22 report setting forth:

23 (1) The name of the corporation and the state or  
24 country under the laws of which it is organized.

25 (2) A description of the merger or consolidation.

26 (3) A statement itemized by classes and series, if  
27 any, within a class of the aggregate number of issued  
28 shares of the corporation as last reported to the  
29 Secretary of State in any document required to be filed  
30 by this Act, other than an annual report, interim annual  
31 report, or final transition annual report.

32 (4) A statement itemized by classes and series, if  
33 any, within a class of the aggregate number of issued

1 shares of the corporation after giving effect to the  
2 change.

3 (5) A statement, expressed in dollars, of the  
4 amount of paid-in capital of the corporation as last  
5 reported to the Secretary of State in any document  
6 required to be filed by this Act, other than an annual  
7 report, interim annual report, or final transition annual  
8 report.

9 (6) A statement, expressed in dollars, of the  
10 amount of paid-in capital of the corporation after giving  
11 effect to the merger or consolidation, which amount,  
12 except as provided in subsection (f) of Section 9.20 of  
13 this Act, must be at least equal to the sum of the  
14 paid-in capital amounts of the merged or consolidated  
15 corporations before the event.

16 (7) Additional information concerning each of the  
17 constituent corporations that was a party to a merger or  
18 consolidation as may be necessary or appropriate to  
19 verify the proper amount of fees and franchise taxes  
20 payable by the corporation.

21 (b) The report shall be made on forms prescribed and  
22 furnished by the Secretary of State.

23 (Source: P.A. 91-464, eff. 1-1-00.)

24 (805 ILCS 5/15.10) (from Ch. 32, par. 15.10)

25 Sec. 15.10. Fees for filing documents and--issuing  
26 eertificates. The Secretary of State shall charge and collect  
27 for:

28 (a) Filing articles of incorporation and--issuing--a  
29 eertificate-of-incorporation, \$75.

30 (b) Filing articles of amendment and---issuing---a  
31 eertificate--of--amendment, \$25, unless the amendment is a  
32 restatement of the articles of incorporation, in which case  
33 the fee shall be \$100.

1 (c) Filing articles of merger or consolidation and  
2 ~~issuing--a--certificate-of-merger-or-consolidation~~, \$100, but  
3 if the merger or consolidation involves more than 2  
4 corporations, \$50 for each additional corporation.

5 (d) Filing articles of share exchange and ~~issuing-a~~  
6 ~~certificate-of-exchange~~, \$100.

7 (e) Filing articles of dissolution, \$5.

8 (f) Filing application to reserve a corporate name, \$25.

9 (g) Filing a notice of transfer of a reserved corporate  
10 name, \$25.

11 (h) Filing statement of change of address of registered  
12 office or change of registered agent, or both, if other than  
13 on an annual report, \$5.

14 (i) Filing statement of the establishment of a series of  
15 shares, \$25.

16 (j) Filing an application of a foreign corporation for  
17 ~~certificate-of~~ authority to transact business in this State  
18 ~~and-issuing-a-certificate-of-authority~~, \$75.

19 (k) Filing an application of a foreign corporation for  
20 ~~amended certificate-of~~ authority to transact business in this  
21 State ~~and-issuing-an-amended-certificate-of-authority~~, \$25.

22 (l) Filing a copy of amendment to the articles of  
23 incorporation of a foreign corporation holding a ~~certificate~~  
24 ~~of~~ authority to transact business in this State, \$25, unless  
25 the amendment is a restatement of the articles of  
26 incorporation, in which case the fee shall be \$100.

27 (m) Filing a copy of articles of merger of a foreign  
28 corporation holding a certificate of authority to transact  
29 business in this State, \$100, but if the merger involves more  
30 than 2 corporations, \$50 for each additional corporation.

31 (n) Filing an application for withdrawal and final  
32 report or a copy of articles of dissolution of a foreign  
33 corporation ~~and-issuing-a-certificate-of-withdrawal~~, \$25.

34 (o) Filing an annual report, interim annual report, or

1 final transition annual report of a domestic or foreign  
2 corporation, \$25.

3 (p) Filing an application for reinstatement of a  
4 domestic or a foreign corporation ~~and issuing a certificate~~  
5 ~~of reinstatement~~, \$100.

6 (q) Filing an application for use of an assumed  
7 corporate name, ~~\$150~~ ~~\$20 plus \$2.50~~ for each year month or  
8 part thereof ending in 0 or 5, \$120 for each year or part  
9 thereof ending in 1 or 6, \$90 for each year or part thereof  
10 ending in 2 or 7, \$60 for each year or part thereof ending in  
11 3 or 8, \$30 for each year or part thereof ending in 4 or 9,  
12 between the date of filing the application and the date of  
13 the renewal of the assumed corporate name; and a renewal fee  
14 for each assumed corporate name, \$150.

15 (r) To change an assumed corporate name for the period  
16 remaining until the renewal date of the original assumed  
17 name, \$25.

18 (s) Filing an application for cancellation of an assumed  
19 corporate name, \$5.

20 (t) Filing an application to register the corporate name  
21 of a foreign corporation, \$50; and an annual renewal fee for  
22 the registered name, \$50.

23 (u) Filing an application for cancellation of a  
24 registered name of a foreign corporation, \$25.

25 (v) Filing a statement of correction, \$25.

26 (w) Filing a petition for refund or adjustment, \$5.

27 (x) Filing a statement of election of an extended filing  
28 month, \$25.

29 (y) Filing any other statement or report, \$5.

30 (Source: P.A. 88-691, eff. 1-24-95; 89-503, eff. 1-1-97.)

31 (805 ILCS 5/15.50) (from Ch. 32, par. 15.50)

32 Sec. 15.50. License fees payable by foreign  
33 corporations. For the privilege of exercising its authority

1 to transact business in this State as set out in its  
2 application therefor or any amendment thereto, the Secretary  
3 of State shall charge and collect from each foreign  
4 corporation the following license fees, computed on the basis  
5 and at the rates prescribed in this Act:

6 (a) An initial license fee at the time of filing its  
7 application for a ~~certificate~~ of authority to transact  
8 business in this State whenever the application indicates the  
9 corporation commenced transacting business prior to January  
10 1, 1991.

11 (b) Except as otherwise provided in paragraph (e) of  
12 this Section, an additional license fee at the time of filing  
13 (1) a report of the issuance of additional shares, or (2) a  
14 report of an increase in paid-in capital without the issuance  
15 of shares, or (3) a report of cumulative changes in paid-in  
16 capital or of an exchange or reclassification of shares,  
17 whenever the report discloses an increase in the amount  
18 represented in this State of its paid-in capital over the  
19 greatest amount thereof theretofore reported in any document  
20 required by this Act to be filed in the office of the  
21 Secretary of State.

22 (c) Except as otherwise provided in paragraph (e) of  
23 this Section, whenever the corporation shall be a party to a  
24 statutory merger and shall be the surviving corporation, an  
25 additional license fee at the time of filing its report of  
26 ~~paid-in-capital~~ following the merger, if the report discloses  
27 that the amount represented in this State of its paid-in  
28 capital immediately after the merger is greater than the  
29 aggregate of the amounts represented in this State of the  
30 paid-in capital of all of the merged corporations.

31 (d) Except as otherwise provided in paragraph (e) of  
32 this Section, an additional license fee payable with the  
33 annual franchise tax each year in which the corporation is  
34 required by this Act to file an annual report whenever the

1 report discloses an increase in the amount represented in  
2 this State of its paid-in capital over the amount previously  
3 determined to be represented in this State in accordance with  
4 the provisions of this Act.

5 (e) The additional license fee referred to in paragraphs  
6 (b), (c) and (d) of this Section shall not be payable with  
7 respect to issuances of shares or increases in paid-in  
8 capital that occur subsequent to both December 31, 1990 and  
9 the last day of the third month immediately preceding the  
10 anniversary month of a foreign corporation in 1991 or to an  
11 increase in the amount represented in this State of its  
12 paid-in capital over the amount previously determined to be  
13 represented in this State in accordance with the provisions  
14 of this Act.

15 (Source: P.A. 86-985; 86-1217; 87-516.)

16 (805 ILCS 5/15.55) (from Ch. 32, par. 15.55)

17 Sec. 15.55. Basis of computation of license fee payable  
18 by foreign corporations.

19 (a) The basis for the initial license fee payable by a  
20 foreign corporation shall be the amount represented in this  
21 State, determined in accordance with the provisions of this  
22 Section, of its paid-in capital whenever the application for  
23 a---certificate---of authority indicates the corporation  
24 commenced transacting business in this State prior to January  
25 1, 1991.

26 (b) The basis for an additional license fee payable by a  
27 foreign corporation, except in the case of a statutory  
28 merger, shall be the increased amount represented in this  
29 State, determined in accordance with the provisions of this  
30 Section, of its paid-in capital as disclosed by the annual  
31 report, by any report of issuance of additional shares, or of  
32 an increase in paid-in capital without the issuance of  
33 shares, or of an exchange or reclassification of shares, or

1 of cumulative changes in paid-in capital, but the basis shall  
2 not include any increases in its paid-in capital represented  
3 in this State that occur after both December 31, 1990 and  
4 the last day of the third month immediately preceding its  
5 anniversary month in 1991.

6 (c) Whenever a foreign corporation shall be a party to a  
7 statutory merger that becomes effective either prior to  
8 January 1, 1991 or on or prior to the last day of the third  
9 month immediately preceding the surviving corporation's  
10 anniversary month in 1991 and shall be the surviving  
11 corporation, the basis for an additional license fee shall be  
12 the increased amount represented in this State, determined in  
13 accordance with the provisions of this Section, of the  
14 paid-in capital of the surviving corporation immediately  
15 after the merger over the aggregate of the amounts  
16 represented in this State of the paid-in capital of the  
17 merged corporations.

18 (d) For the purpose of determining the amount  
19 represented in this State of the paid-in capital of a foreign  
20 corporation that shall be a party to a statutory merger that  
21 becomes effective either prior to January 1, 1991 or on or  
22 prior to the last day of the third month immediately  
23 preceding the surviving corporation's anniversary month in  
24 1991, the amount represented in this State shall be that  
25 proportion of its paid-in capital that the sum of (1) the  
26 value of its property located in this State and (2) the gross  
27 amount of business transacted by it at or from places of  
28 business in this State bears to the sum of (1) the value of  
29 all of its property, wherever located, and (2) the gross  
30 amount of its business, wherever transacted.

31 (e) The proportion represented in this State of the  
32 paid-in capital of a foreign corporation shall be determined  
33 from information contained in the latest annual report of the  
34 corporation on file on the date the particular increase in

1 paid-in capital is shown to have been made, or, if no annual  
2 report was on file on the date of the increase, from  
3 information contained in the application of the corporation  
4 for a ~~certificate~~ of authority to transact business in this  
5 State, or, in case of a merger that becomes effective either  
6 prior to January 1, 1991 or on or prior to the last day of  
7 the third month immediately preceding the surviving  
8 corporation's anniversary month in 1991, from information  
9 contained in the report of the surviving corporation of the  
10 amount of its paid-in capital following the merger.

11 (f) No basis under this Section may consist of any  
12 redeemable preference shares sold to the United States  
13 Secretary of Transportation under Sections 505 and 506 of  
14 Public Law 94-210.

15 (Source: P.A. 86-985; 86-1217.)

16 (805 ILCS 5/15.65) (from Ch. 32, par. 15.65)

17 Sec. 15.65. Franchise taxes payable by foreign  
18 corporations. For the privilege of exercising its authority  
19 to transact such business in this State as set out in its  
20 application therefor or any amendment thereto, each foreign  
21 corporation shall pay to the Secretary of State the following  
22 franchise taxes, computed on the basis, at the rates and for  
23 the periods prescribed in this Act:

24 (a) An initial franchise tax at the time of filing its  
25 application for a ~~certificate~~ of authority to transact  
26 business in this State.

27 (b) An additional franchise tax at the time of filing  
28 (1) a report of the issuance of additional shares, or (2) a  
29 report of an increase in paid-in capital without the issuance  
30 of shares, or (3) a report of cumulative changes in paid-in  
31 capital or a report of an exchange or reclassification of  
32 shares, whenever any such report discloses an increase in its  
33 paid-in capital over the amount thereof last reported in any

1 document, other than an annual report, interim annual report  
2 or final transition annual report, required by this Act to be  
3 filed in the office of the Secretary of State.

4 (c) Whenever the corporation shall be a party to a  
5 statutory merger and shall be the surviving corporation, an  
6 additional franchise tax at the time of filing its report of  
7 ~~paid-in--capital--or--of--cumulative--changes--in--paid--in--capital~~  
8 following the merger, if such report discloses that the  
9 amount represented in this State of its paid-in capital  
10 immediately after the merger is greater than the aggregate of  
11 the amounts represented in this State of the paid-in capital  
12 of such of the merged corporations as were authorized to  
13 transact business in this State at the time of the merger, as  
14 last reported by them in any documents, other than annual  
15 reports, required by this Act to be filed in the office of  
16 the Secretary of State; and in addition, the surviving  
17 corporation shall be liable for a further additional  
18 franchise tax on the paid-in capital of each of the merged  
19 corporations as last reported by them in any document, other  
20 than an annual report, required by this Act to be filed with  
21 the Secretary of State, from their taxable year end to the  
22 next succeeding anniversary month or, in the case of a  
23 corporation which has established an extended filing month,  
24 the extended filing month of the surviving corporation;  
25 however if the taxable year ends within the 2 month period  
26 immediately preceding the anniversary month or the extended  
27 filing month of the surviving corporation, the tax will be  
28 computed to the anniversary or, extended filing month of the  
29 surviving corporation in the next succeeding calendar year.

30 (d) An annual franchise tax payable each year with any  
31 annual report which the corporation is required by this Act  
32 to file.

33 (Source: P.A. 86-985.)

1 (805 ILCS 5/15.70) (from Ch. 32, par. 15.70)

2 Sec. 15.70. Basis for computation of franchise taxes  
3 payable by foreign corporations.

4 (a) The basis for the initial franchise tax payable by a  
5 foreign corporation shall be the amount represented in this  
6 State, determined in accordance with the provisions of this  
7 Section, of its paid-in capital as disclosed by its  
8 application for a ~~certificate~~ of authority to transact  
9 business in this State.

10 (b) The basis for an additional franchise tax payable by  
11 a corporation, except in the case of a statutory merger,  
12 shall be the increased amount represented in this State,  
13 determined in accordance with the provisions of this Section,  
14 of its paid-in capital as disclosed by any report of issuance  
15 of additional shares, or of an increase in paid-in capital  
16 without the issuance of shares, or of an exchange or  
17 reclassification of shares, or of cumulative changes in  
18 paid-in capital.

19 (c) Whenever a foreign corporation shall be a party to a  
20 statutory merger and shall be the surviving corporation, the  
21 basis for an additional franchise tax shall be the increased  
22 amount represented in this State, determined in accordance  
23 with the provisions of this Section, of the paid-in capital  
24 of the surviving corporation immediately after the merger  
25 over the aggregate of the amounts represented in this State  
26 of the paid-in capital of the merged corporations; provided,  
27 however, the basis for a further additional franchise tax  
28 payable by the surviving corporation shall be determined in  
29 accordance with the provisions of this Section, on the  
30 paid-in capital of each of the merged corporations from its  
31 taxable year end to the next succeeding anniversary month or,  
32 in the case of a corporation that has established an extended  
33 filing month, the extended filing month of the surviving  
34 corporation; however if the taxable year ends within the 2

1 month period immediately preceding the anniversary month or,  
2 in the case of a corporation that has established an extended  
3 filing month, the extended filing month of the surviving  
4 corporation, the tax shall be computed to the anniversary  
5 month or, in the case of a corporation that has established  
6 an extended filing month, the extended filing month of the  
7 surviving corporation in the next succeeding calendar year.

8 (d) The basis for the annual franchise tax payable by a  
9 foreign corporation shall be the amount represented in this  
10 State, determined in accordance with the provisions of this  
11 Section, of its paid-in capital on the last day of the third  
12 month preceding the anniversary month or, in the case of a  
13 corporation that has established an extended filing month, on  
14 the last day of the corporation's fiscal year preceding the  
15 extended filing month.

16 (e) The amount represented in this State of the paid-in  
17 capital of a foreign corporation shall be that proportion of  
18 its paid-in capital that the sum of (1) the value of its  
19 property located in this State and (2) the gross amount of  
20 business transacted by it at or from places of business in  
21 this State bears to the sum of (1) the value of all of its  
22 property, wherever located, and (2) the gross amount of its  
23 business, wherever transacted, except as follows:

24 (1) If the corporation elects in its annual report  
25 in any year to pay its franchise tax upon its entire  
26 paid-in capital, all franchise taxes accruing against the  
27 corporation for that taxable year shall be computed  
28 accordingly until the corporation elects otherwise in an  
29 annual report for a subsequent year.

30 (2) If the corporation fails to file its annual  
31 report in any year within the time prescribed by this  
32 Act, the proportion of its paid-in capital represented in  
33 this State shall be deemed to be its entire paid-in  
34 capital, unless its annual report is thereafter filed and

1 its franchise taxes are thereafter adjusted by the  
2 Secretary of State in accordance with the provisions of  
3 this Act, in which case the proportion shall likewise be  
4 adjusted to the same proportion that would have prevailed  
5 if the corporation had filed its annual report within the  
6 time prescribed by this Act.

7 (3) In the case of a statutory merger that becomes  
8 effective either prior to January 1, 1991 or on or prior  
9 to the last day of the third month preceding the  
10 corporation's anniversary month in 1991, the amount of  
11 the paid-in capital represented in this State of the  
12 surviving corporation immediately after the merger, until  
13 the filing of the next annual report of such corporation,  
14 shall be deemed to be that proportion of the paid-in  
15 capital of the surviving corporation that the aggregate  
16 amounts represented in this State of the sum of the  
17 paid-in capital of the merged corporations, separately  
18 determined, bore to the total of the sum of the paid-in  
19 capital of all of the merged corporations immediately  
20 prior to the merger.

21 (f) For increases in paid-in capital that occur either  
22 prior to January 1, 1991 or on or prior to the last day of  
23 the third month preceding the corporation's anniversary month  
24 in 1991, the proportion represented in this State of the  
25 paid-in capital of a foreign corporation shall be determined  
26 from information contained in the latest annual report of the  
27 corporation on file on the date the particular increase in  
28 paid-in capital is shown to have been made, or, if no annual  
29 report was on file on the date of the increase, from  
30 information contained in its application for ~~a certificate of~~  
31 authority to transact business in this State, or, in case of  
32 a merger that becomes effective either prior to January 1,  
33 1991 or on or prior to the last day of the third month  
34 preceding the surviving corporation's anniversary month in

1 1991, from information contained in the report of the  
2 surviving corporation of the amount of its paid-in capital  
3 following the merger. For changes in paid-in capital that  
4 occur after both December 31, 1990 and the last day of such  
5 third month, the proportion represented in this State of the  
6 paid-in capital of a corporation shall be determined from  
7 information contained in the latest annual report of the  
8 corporation for the taxable period in which the particular  
9 increase in paid-in capital is shown to have been made or, if  
10 no annual report was on file on the date of the increase,  
11 from information contained in its application for certificate  
12 of authority to transact business in Illinois.

13 (g) No basis under this Section may consist of any  
14 redeemable preference shares sold to the United States  
15 Secretary of Transportation under Sections 505 and 506 of  
16 Public Law 94-210.

17 (Source: P.A. 91-464, eff. 1-1-00.)

18 (805 ILCS 5/15.75) (from Ch. 32, par. 15.75)

19 Sec. 15.75. Rate of franchise taxes payable by foreign  
20 corporations.

21 (a) The annual franchise tax payable by each foreign  
22 corporation shall be computed at the rate of 1/12 of 1/10 of  
23 1% for each calendar month or fraction thereof for the period  
24 commencing on the first day of July 1983 to the first day of  
25 the anniversary month in 1984, but in no event shall the  
26 amount of the annual franchise tax be less than \$2.083333 per  
27 month based on a minimum of \$25 per annum or more than  
28 \$83,333.333333 per month, thereafter, the annual franchise  
29 tax payable by each foreign corporation shall be computed at  
30 the rate of 1/10 of 1% for the 12-months' period commencing  
31 on the first day of the anniversary month or, in the case of  
32 a corporation that has established an extended filing month,  
33 the extended filing month of the corporation, but in no event

1 shall the amount of the annual franchise tax be less than \$25  
2 nor more than \$1,000,000 per annum.

3 (b) The annual franchise tax payable by each foreign  
4 corporation at the time of filing a statement of election and  
5 interim annual report shall be computed at the rate of 1/10  
6 of 1% for the 12 month period commencing on the first day of  
7 the anniversary month of the corporation next following the  
8 filing, but in no event shall the amount of the annual  
9 franchise tax be less than \$25 nor more than \$1,000,000 per  
10 annum.

11 (c) The annual franchise tax payable at the time of  
12 filing the final transition annual report shall be an amount  
13 equal to (i) 1/12 of 1/10 of 1% per month of the proportion  
14 of paid-in capital represented in this State as shown in the  
15 final transition annual report multiplied by (ii) the number  
16 of months commencing with the anniversary month next  
17 following the filing of the statement of election until, but  
18 excluding, the second extended filing month, less the annual  
19 franchise tax theretofore paid at the time of filing the  
20 statement of election, but in no event shall the amount of  
21 the annual franchise tax be less than \$2.083333 per month  
22 based on a minimum of \$25 per annum or more than  
23 \$83,333.333333 per month.

24 (d) The initial franchise tax payable after January 1,  
25 1983, but prior to January 1, 1991, by each foreign  
26 corporation shall be computed at the rate of 1/10 of 1% for  
27 the 12 months' period commencing on the first day of the  
28 anniversary month in which the application for certificate-of  
29 authority is filed by ~~issued-to~~ the corporation under Section  
30 13.15 of this Act, but in no event shall the franchise tax be  
31 less than \$25 nor more than \$1,000,000 per annum. Except in  
32 the case of a foreign corporation that has begun transacting  
33 business in Illinois prior to January 1, 1991, the initial  
34 franchise tax payable on or after January 1, 1991, by each

1 foreign corporation, shall be computed at the rate of 15/100  
2 of 1% for the 12 month period commencing on the first day of  
3 the anniversary month in which the application for  
4 ~~certificate--of~~ authority is filed by ~~issued---~~ to the  
5 corporation under Section 13.15 of this Act, but in no event  
6 shall the franchise tax be less than \$25 nor more than  
7 \$1,000,000 per annum plus 1/20 of 1% of the basis therefor.

8 (e) Whenever the application for ~~the--certificate-of~~  
9 authority indicates that the corporation commenced  
10 transacting business:

11 (1) prior to January 1, 1991, the initial franchise  
12 tax shall be computed at the rate of 1/12 of 1/10 of 1%  
13 for each calendar month; or

14 (2) after December 31, 1990, the initial franchise  
15 tax shall be computed at the rate of 1/12 of 15/100 of 1%  
16 for each calendar month.

17 (f) Each additional franchise tax payable by each  
18 foreign corporation for the period beginning January 1, 1983  
19 through December 31, 1983 shall be computed at the rate of  
20 1/12 of 1/10 of 1% for each calendar month or fraction  
21 thereof between the date of each respective increase in its  
22 paid-in capital and its anniversary month in 1984; thereafter  
23 until the last day of the month that is both after December  
24 31, 1990 and the third month immediately preceding the  
25 anniversary month in 1991, each additional franchise tax  
26 payable by each foreign corporation shall be computed at the  
27 rate of 1/12 of 1/10 of 1% for each calendar month, or  
28 fraction thereof, between the date of each respective  
29 increase in its paid-in capital and its next anniversary  
30 month; however, if the increase occurs within the 2 month  
31 period immediately preceding the anniversary month, the tax  
32 shall be computed to the anniversary month of the next  
33 succeeding calendar year. Commencing with increases in  
34 paid-in capital that occur subsequent to both December 31,

1 1990 and the last day of the third month immediately  
2 preceding the anniversary month in 1991, the additional  
3 franchise tax payable by a foreign corporation shall be  
4 computed at the rate of 15/100 of 1%.

5 (Source: P.A. 91-464, eff. 1-1-00.)

6 (805 ILCS 5/15.95) (from Ch. 32, par. 15.95)

7 Sec. 15.95. Department of Business Services Special  
8 Operations Fund. ~~Division-of-Corporations-Special-Operations~~  
9 ~~Fund.~~

10 (a) A special fund in the State treasury known as the  
11 Division of Corporations Special Operations Fund is renamed  
12 the Department of Business Services Special Operations Fund.  
13 Moneys deposited into the Fund shall, subject to  
14 appropriation, be used by the Department of Business Services  
15 of the Office of the Secretary of State, hereinafter  
16 "Department", to create and maintain the capability to  
17 perform expedited services in response to special requests  
18 made by the public for same day or 24 hour service. Moneys  
19 deposited into the Fund shall be used for, but not limited  
20 to, expenditures for personal services, retirement, social  
21 security, contractual services, equipment, electronic data  
22 processing, and telecommunications.

23 (b) The balance in the Fund at the end of any fiscal  
24 year shall not exceed \$400,000 and any amount in excess  
25 thereof shall be transferred to the General Revenue Fund.

26 (c) All fees payable to the Secretary of State under  
27 this Section shall be deposited into the Fund. No other fees  
28 or taxes collected under this Act shall be deposited into the  
29 Fund.

30 (d) "Expedited services" means services rendered within  
31 the same day, or within 24 hours from the time, the request  
32 therefor is submitted by the filer, law firm, service  
33 company, or messenger physically in person or, at the

1 Secretary of State's discretion, by electronic means, to the  
 2 Department's Springfield Office and includes requests for  
 3 certified copies, photocopies, and certificates of good  
 4 standing or fact made to the Department's Springfield Office  
 5 in person or by telephone, or requests for certificates of  
 6 good standing or fact made in person or by telephone to the  
 7 Department's Chicago Office.

8 (e) Fees for expedited services shall be as follows:

9 Restatement of articles, \$100;

10 Merger, consolidation or exchange, \$100;

11 Articles of incorporation, \$50;

12 Articles of amendment, \$50;

13 Revocation of dissolution, \$50;

14 Reinstatement, \$50;

15 Application for Certificate of authority, \$50;

16 Cumulative report of changes in issued shares or paid-in  
 17 capital, \$50;

18 Report following merger or consolidation, \$50;

19 Certificate of good standing or fact, \$10;

20 All other filings, copies of documents, annual reports  
 21 for the 3 preceding years, and copies of documents of  
 22 dissolved or revoked corporations having a file number over  
 23 5199, \$25.

24 (f) Expedited services shall not be available for a  
 25 statement of correction, a petition for refund or adjustment,  
 26 or a request involving more than 3 year's annual reports or  
 27 involving dissolved corporations with a file number below  
 28 5200.

29 (Source: P.A. 91-463, eff. 1-1-00.)

30 Section 10. The General Not For Profit Corporation Act  
 31 of 1986 is amended by changing Sections 101.10, 101.75,  
 32 101.80, 102.10, 102.15, 102.20, 102.35, 103.05, 104.05,  
 33 105.05, 105.10, 105.20, 105.25, 105.30, 108.75, 110.30,

1 110.35, 111.25, 111.40, 111.45, 112.20, 112.25, 112.35,  
 2 112.45, 112.80, 113.05, 113.10, 113.15, 113.20, 113.25,  
 3 113.30, 113.35, 113.40, 113.45, 113.50, 113.55, 113.60,  
 4 113.65, 113.70, 114.05, 115.05, 115.10, and 115.20 as  
 5 follows:

6 (805 ILCS 105/101.10) (from Ch. 32, par. 101.10)  
 7 Sec. 101.10. Forms, execution, acknowledgment and  
 8 filing. (a) All reports required by this Act to be filed in  
 9 the office of the Secretary of State shall be made on forms  
 10 which shall be prescribed and furnished by the Secretary of  
 11 State. Forms for all other documents to be filed in the  
 12 office of the Secretary of State shall be furnished by the  
 13 Secretary of State on request therefor, but the use thereof,  
 14 unless otherwise specifically prescribed in this Act, shall  
 15 not be mandatory.

16 (b) Whenever any provision of this Act specifically  
 17 requires any document to be executed by the corporation in  
 18 accordance with this Section, unless otherwise specifically  
 19 stated in this Act and subject to any additional provisions  
 20 of this Act, such document shall be executed, in ink, as  
 21 follows:

22 (1) The articles of incorporation shall be signed by the  
 23 incorporator or incorporators.

24 (2) All other documents shall be signed:

25 (i) By the president, a vice-president, the secretary,  
 26 an assistant secretary, the treasurer, or other officer duly  
 27 authorized by the board of directors of the corporation to  
 28 execute the document; or (i)--By--the--president--or--a  
 29 vice-president-and-verified-by-him-or-her,--and--attested--by  
 30 the--secretary-or-an-assistant-secretary-(or-by-such-officers  
 31 as--may--be--duly--authorized---to---exereise---the---duties,  
 32 respectively,---ordinarily--exercised--by--the--president--or  
 33 vice-president-and-by-the-secretary-or-assistant-secretary-of

1 a-corporation); or

2 (ii) If it shall appear from the document that there are  
3 no such officers, then by a majority of the directors or by  
4 such directors as may be designated by the board; or

5 (iii) If it shall appear from the document that there  
6 are no such officers or directors, then by the members, or  
7 such of them as may be designated by the members at a lawful  
8 meeting; or

9 (iv) If the corporate assets are in the possession of a  
10 receiver, trustee or other court-appointed officer, then by  
11 the fiduciary or the majority of them if there are more than  
12 one.

13 (c) The name of a person signing the document and the  
14 capacity in which he or she signs shall be stated beneath or  
15 opposite his or her signature.

16 (d) Whenever any provision of this Act requires any  
17 document to be verified, such requirement is satisfied by  
18 either:

19 (1) The formal acknowledgment by the person or one of  
20 the persons signing the instrument that it is his or her act  
21 and deed or the act and deed of the corporation, as the case  
22 may be, and that the facts stated therein are true. Such  
23 acknowledgment shall be made before a person who is  
24 authorized by the law of the place of execution to take  
25 acknowledgments of deeds and who, if he or she has a seal of  
26 office, shall affix it to the instrument; or

27 (2) The signature, without more, of the person or  
28 persons signing the instrument, in which case such signature  
29 or signatures shall constitute the affirmation or  
30 acknowledgment of the signatory, under penalties of perjury,  
31 that the instrument is his or her act and deed or the act and  
32 deed of the corporation, as the case may be, and that the  
33 facts stated therein are true.

34 (e) Whenever any provision of this Act requires any

1 document to be filed with the Secretary of State or in  
2 accordance with this Section, such requirement means that:

3 (1) The original signed document, and if in duplicate as  
4 provided by this Act, one true copy, which may be signed, or  
5 carbon or photocopy shall be delivered to the office of the  
6 Secretary of State.

7 (2) All fees and charges authorized by law to be  
8 collected by the Secretary of State in connection with the  
9 filing of the document shall be tendered to the Secretary of  
10 State.

11 (3) If the Secretary of State finds that the document  
12 conforms to law, he or she shall, when all fees and charges  
13 have been paid as in this Act prescribed:

14 (i) Endorse on the original and on the true copy, if  
15 any, the word "filed" and the month, day and year thereof;

16 (ii) File the original in his or her office;

17 (iii) (Blank) ~~Where so provided by this Act, issue a~~  
18 ~~certificate or certificates, as the case may be, to which he~~  
19 ~~or she shall affix the true copy; and~~

20 (iv) If the filing is in duplicate, he or she shall  
21 return the copy, with a certificate, if any, affixed thereto,  
22 to the corporation or its representative who shall file it  
23 for record in the office of the Recorder of the county in  
24 which the registered office of the corporation is situated in  
25 this State within 15 days after the mailing thereof by the  
26 Secretary of State, unless such document cannot with  
27 reasonable diligence be filed within such time, in which case  
28 it shall be filed as soon thereafter as may be reasonably  
29 possible. Upon filing any document in the office of the  
30 Recorder, as provided in this subparagraph, the corporation  
31 or its representative shall pay to the office of the Recorder  
32 the appropriate filing or recording fee imposed by law.

33 (f) If another Section of this Act specifically  
34 prescribes a manner of filing or executing a specified

1 document which differs from the corresponding provisions of  
2 this Section, then the provisions of such other Section shall  
3 govern.

4 (Source: P.A. 84-1423.)

5 (805 ILCS 105/101.75) (from Ch. 32, par. 101.75)

6 Sec. 101.75. Election to Accept Act.

7 (a) Any not-for-profit corporation without shares or  
8 capital stock heretofore organized under any General Law or  
9 created by Special Act of the Legislature of this State, or  
10 any corporation having shares or capital stock organized  
11 under any General Law or created by Special Act of the  
12 Legislature of this State prior to the adoption of the  
13 Constitution of 1870, for a purpose or purposes for which a  
14 corporation may be organized under this Act, or any  
15 corporation formed for religious purposes under An Act  
16 Concerning Corporations, effective July 1, 1872, as amended,  
17 may elect to accept this Act in the following manner:

18 (1) Unless the articles of incorporation or the  
19 equivalent or the bylaws provide otherwise, where there are  
20 members or shareholders entitled to vote, the board of  
21 directors shall adopt a resolution recommending that the  
22 corporation accept this Act and directing that the question  
23 of such acceptance be submitted to a vote at a meeting of the  
24 members or shareholders entitled to vote, which may be either  
25 an annual or a special meeting. The members or shareholders  
26 entitled to vote may elect that such corporation accept this  
27 Act by the affirmative vote of at least two-thirds of the  
28 votes present and voted either in person or by proxy.

29 (2) Unless the articles of incorporation or the  
30 equivalent or the bylaws provide otherwise, where there are  
31 no members or shareholders having voting rights, election to  
32 accept this Act may be made at a meeting of the board of  
33 directors pursuant to a majority vote of the directors

1 present and voting at a meeting at which a quorum is present.

2 (b) Upon complying with Subsection (a), the corporation  
3 shall execute and file in duplicate a statement, in  
4 accordance with Section 101.10 of this Act, and shall also  
5 file a copy of its articles of incorporation, if any, and all  
6 amendments thereto. Such statement shall set forth:

7 (1) A corporate name for the corporation that satisfies  
8 the requirements of this Act;

9 (2) The specific purpose or purposes for which the  
10 corporation is organized, from among the purposes authorized  
11 in Section 103.05 of this Act;

12 (3) The address of the corporation's registered office  
13 and the name of its registered agent at that office;

14 (4) The names and respective residential addresses of  
15 its officers and directors;

16 (5) A statement that the attached copy, if any, of the  
17 articles of incorporation of the corporation is true and  
18 correct;

19 (6) A statement by the corporation that it has elected  
20 to accept this Act and that all reports have been filed and  
21 all fees, taxes and penalties due to the State of Illinois,  
22 accruing under any Act to which the corporation has  
23 theretofore been subject, have been paid;

24 (7) Where there are members or shareholders having  
25 voting rights, a statement setting forth the date of the  
26 meeting of the members or shareholders at which the election  
27 to accept this Act was made; that a quorum was present at  
28 such meeting, and that such acceptance was authorized either  
29 by the affirmative vote of at least two-thirds of the votes  
30 present and voted either in person or by proxy, or in  
31 compliance with any different provision of the articles of  
32 incorporation or their equivalent or of the bylaws.

33 (8) Where there are no members or shareholders having  
34 voting rights, a statement of such fact, the date of the

1 meeting of the board of directors at which the election to  
2 accept this Act was made, that a quorum was present at such  
3 meeting, and that such acceptance was authorized by majority  
4 vote of the directors present and voting at such meeting;

5 (9) A statement that, in addition, the corporation  
6 followed the requirements of its articles of incorporation  
7 and bylaws so far as applicable in effecting such acceptance;

8 (10) Where the corporation has issued shares of stock, a  
9 statement of such fact, including the number of shares  
10 theretofore authorized, the number issued and outstanding;  
11 and a statement that all issued and outstanding shares of  
12 stock have been delivered to the corporation to be canceled  
13 upon the acceptance of this Act by the corporation becoming  
14 effective and that from and after the effective date of said  
15 acceptance, the authority to issue shares shall be thereby  
16 terminated.

17 (c) When the provisions of Subsection (b) have been  
18 complied with, the Secretary of State shall file the  
19 statement ~~issue-a-certificate~~ of acceptance.

20 (d) Upon the filing of a statement ~~issuance--of--a~~  
21 ~~certificate~~ of acceptance, the election of the corporation to  
22 accept this Act shall become effective, and such corporation  
23 shall have the same powers and privileges, and be subject to  
24 the same duties, restrictions, penalties and liabilities as  
25 though such corporation had been originally organized  
26 hereunder, and shall also be subject to any duty or  
27 obligation expressly imposed upon such corporation by its  
28 special charter; provided, however,

29 (1) That no amendment to the articles of incorporation  
30 adopted after such election to accept this Act shall release  
31 or terminate any duty or obligation expressly imposed upon  
32 any such corporation under and by virtue of such special  
33 charter, or enlarge any right, power, or privilege granted  
34 any such corporation under a special charter except to the

1 extent that such right, power or privilege might have been  
2 included in the articles of incorporation of a corporation  
3 organized under this Act; and

4 (2) That in the case of any corporation with issued  
5 shares of stock, the holders of such issued shares who  
6 surrender them to the corporation to be canceled upon the  
7 acceptance of this Act by the corporation becoming effective,  
8 shall have such rights as the election to accept this Act  
9 provides.

10 (Source: P.A. 84-1423.)

11 (805 ILCS 105/101.80) (from Ch. 32, par. 101.80)

12 Sec. 101.80. Definitions. As used in this Act, unless  
13 the context otherwise requires, the words and phrases defined  
14 in this Section shall have the meanings set forth herein.

15 (a) "Anniversary" means that day each year exactly one  
16 or more years after:

17 (1) The date ~~en-the-eertificate~~ of filing the articles  
18 of incorporation prescribed by ~~issued-under~~ Section 102.10 of  
19 this Act, in the case of a domestic corporation;

20 (2) The date ~~en--the---eertificate~~ of filing the  
21 application for authority prescribed by ~~issued-under~~ Section  
22 113.15 of this Act in the case of a foreign corporation;

23 (3) The date ~~en-the-eertificate~~ of filing the statement  
24 of acceptance prescribed by ~~issued-under~~ Section 101.75 of  
25 this Act, in the case of a corporation electing to accept  
26 this Act; or

27 (4) The date ~~en-the-eertificate~~ of filing the articles  
28 of consolidation prescribed by ~~issued-under~~ Section 111.25 of  
29 this Act in the case of a consolidation.

30 (b) "Anniversary month" means the month in which the  
31 anniversary of the corporation occurs.

32 (c) "Articles of incorporation" means the original  
33 articles of incorporation including the articles of

1 incorporation of a new corporation set forth in the articles  
2 of consolidation or set forth in a statement of election to  
3 accept this Act, and all amendments thereto, whether  
4 evidenced by articles of amendment, articles of merger or  
5 statement of correction affecting articles. Restated  
6 articles of incorporation shall supersede the original  
7 articles of incorporation and all amendments thereto prior to  
8 the effective date of filing the articles of amendment  
9 incorporating the restated articles of incorporation. In the  
10 case of a corporation created by a Special Act of the  
11 Legislature, "Articles of incorporation" means the special  
12 charter and any amendments thereto made by Special Act of the  
13 Legislature or pursuant to general laws.

14 (d) "Board of directors" means the group of persons  
15 vested with the management of the affairs of the corporation  
16 irrespective of the name by which such group is designated.

17 (e) "Bylaws" means the code or codes of rules adopted  
18 for the regulation or management of the affairs of the  
19 corporation irrespective of the name or names by which such  
20 rules are designated.

21 (f) "Corporation" or "domestic corporation" means a  
22 domestic not-for-profit corporation subject to the provisions  
23 of this Act, except a foreign corporation.

24 (g) "Delivered," for the purpose of determining if any  
25 notice required by this Act is effective, means:

26 (1) Transferred or presented to someone in person;

27 (2) Deposited in the United States mail addressed to the  
28 person at his, her or its address as it appears on the  
29 records of the corporation, with sufficient first-class  
30 postage prepaid thereon; or

31 (3) Posted at such place and in such manner or otherwise  
32 transmitted to the person's premises as may be authorized and  
33 set forth in the articles of incorporation or the bylaws.

34 (h) "Foreign corporation" means a not-for-profit

1 corporation as defined and organized under the laws other  
2 than the laws of this State, for a purpose or purposes for  
3 which a corporation may be organized under this Act.

4 (i) "Incorporator" means one of the signers of the  
5 original articles of incorporation.

6 (j) "Insolvent" means that a corporation is unable to  
7 pay its debts as they become due in the usual course of the  
8 conduct of its affairs.

9 (k) "Member" means a person or any organization, whether  
10 not for profit or otherwise, having membership rights in a  
11 corporation in accordance with the provisions of its articles  
12 of incorporation or bylaws.

13 (l) "Net assets," for the purpose of determining the  
14 authority of a corporation to make distributions, is equal to  
15 the difference between the assets of the corporation and the  
16 liabilities of the corporation.

17 (m) "Not-for-profit corporation" means a corporation  
18 subject to this Act and organized solely for one or more of  
19 the purposes authorized by Section 103.05 of this Act.

20 (n) "Registered office" means that office maintained by  
21 the corporation in this State, the address of which is on  
22 file in the office of the Secretary of State, at which any  
23 process, notice or demand required or permitted by law may be  
24 served upon the registered agent of the corporation.

25 (o) "Special charter" means the charter granted to a  
26 corporation created by special act of the Legislature whether  
27 or not the term "charter" or "special charter" is used in  
28 such special act.

29 (Source: P.A. 84-1423.)

30 (805 ILCS 105/102.10) (from Ch. 32, par. 102.10)

31 Sec. 102.10. Articles of Incorporation. The articles of  
32 incorporation shall be executed and filed in duplicate in  
33 accordance with Section 101.10 of this Act.

1 (a) The articles of incorporation must set forth:

2 (1) A corporate name for the corporation that satisfies  
3 the requirements of this Act;

4 (2) The specific purpose or purposes for which the  
5 corporation is organized, from among the purposes authorized  
6 in Section 103.05 of this Act;

7 (3) The address of the corporation's initial registered  
8 office and the name of its initial registered agent at that  
9 office;

10 (4) The name and address of each incorporator;

11 (5) The number of directors constituting the first board  
12 of directors and the names and the residential addresses of  
13 each such director;

14 (6) With respect to any organization a purpose of which  
15 is to function as a club, as defined in Section 1-3.24 of  
16 "The Liquor Control Act of 1934", as now or hereafter  
17 amended, a statement that it will comply with the State and  
18 local laws and ordinances relating to alcoholic liquors;

19 (7) Whether the corporation is a condominium association  
20 as established under the Condominium Property Act, a  
21 cooperative housing corporation defined in Section 216 of the  
22 Internal Revenue Code of 1954 or a homeowner association  
23 which administers a common-interest community as defined in  
24 subsection (c) of Section 9-102 of the Code of Civil  
25 Procedure.

26 (b) The articles of incorporation may set forth:

27 (1) Provisions not inconsistent with law with respect  
28 to:

29 (i) Managing and regulating the affairs of the  
30 corporation, including any provision for distribution of  
31 assets on final dissolution;

32 (ii) Providing that the corporation shall have no  
33 members, or shall have one or more classes of members;

34 (iii) Limiting, enlarging or denying the right of the

1 members of any class or classes of members, to vote;

2 (iv) Defining, limiting, and regulating the rights,  
3 powers and duties of the corporation, its officers, directors  
4 and members; or

5 (v) Superseding any provision of this Act that requires  
6 for approval of corporation action a two-thirds vote of  
7 members or class of members entitled to vote by specifying  
8 any smaller or larger vote requirement not less than a  
9 majority of the votes which members entitled to vote on a  
10 matter shall vote, either in person or by proxy, at a meeting  
11 at which there is a quorum.

12 (2) Any provision that under this Act is required or  
13 permitted to be set forth in the articles of incorporation or  
14 bylaws.

15 (c) The articles of incorporation need not set forth any  
16 of the corporate powers enumerated in this Act.

17 (d) The duration of a corporation is perpetual unless  
18 otherwise specified in the articles of incorporation.

19 (e) When the provisions of this Section have been  
20 complied with, the Secretary of State shall file the articles  
21 issue-a-certificate of incorporation.

22 (Source: P.A. 84-1423.)

23 (805 ILCS 105/102.15) (from Ch. 32, par. 102.15)

24 Sec. 102.15. Effect of--issuance--of--certificate of  
25 incorporation. Upon the filing of articles issuance-of-the  
26 certificate of incorporation by the Secretary of State, the  
27 corporate existence shall begin, and such filing certificate  
28 of-incorporation shall be conclusive evidence, except as  
29 against the State, that all conditions precedent required to  
30 be performed by the incorporators have been complied with and  
31 that the corporation has been incorporated under this Act.

32 (Source: P.A. 84-1423.)

1 (805 ILCS 105/102.20) (from Ch. 32, par. 102.20)

2 Sec. 102.20. Organization of Corporation.

3 (a) After filing the---issuance---of the articles  
4 certificate of incorporation, the first meeting of the board  
5 of directors shall be held at the call of a majority of the  
6 incorporators or of the directors for the purpose of:

- 7 (1) Adopting bylaws;
- 8 (2) Electing officers; and
- 9 (3) Such other purposes as may come before the  
10 meeting.

11 In lieu of a meeting, director action may be taken by  
12 consent in writing, pursuant to Section 108.45 of this Act.

13 (b) If the corporation has members, a first meeting of  
14 the members may be held at the call of an officer or of a  
15 majority of the directors, for such purposes as shall be  
16 stated in the notice of the meeting.

17 If the corporation has members entitled to vote, then in  
18 lieu of a meeting, member action may be taken by consent in  
19 writing, pursuant to Section 107.10 of this Act.

20 (c) At least three days' written notice of an  
21 organizational meeting shall be given unless the persons  
22 entitled to such notice waive the same in writing, either  
23 before or after such meeting. An organizational meeting may  
24 be held either within or without this State.

25 (Source: P.A. 84-1423.)

26 (805 ILCS 105/102.35) (from Ch. 32, par. 102.35)

27 Sec. 102.35. Incorporation of an association or society.

28 (a) When an unincorporated association or society,  
29 organized for any of the purposes for which a corporation  
30 could be formed under this Act, authorizes the incorporation  
31 of the association or society by the same procedure and  
32 affirmative vote of its voting members or delegates as its  
33 constitution, bylaws, or other fundamental agreement requires

1 for an amendment to its fundamental agreement or, if no such  
 2 vote is specified, by a majority vote of the voting members  
 3 present at a duly convened meeting the purpose of which is  
 4 stated in the notice of the meeting, then following the  
 5 filing of articles of incorporation under Section 102.10  
 6 setting forth those facts and that the required vote has been  
 7 obtained and upon the filing of the articles issuance--of--a  
 8 certificate of incorporation, the association or society  
 9 shall become a corporation and the members of the association  
 10 or society shall become members of the corporation in  
 11 accordance with provisions in the articles to that effect.

12 (b) Upon incorporation, all the rights, privileges,  
 13 immunities, powers, franchise, authority, and property of the  
 14 unincorporated association or society shall pass to and vest  
 15 in the corporation, and all obligations of the unincorporated  
 16 association or society shall become obligations of the  
 17 corporation.

18 (Source: P.A. 87-854.)

19 (805 ILCS 105/103.05) (from Ch. 32, par. 103.05)  
 20 Sec. 103.05. Purposes and authority of corporations;  
 21 particular purposes; exemptions.

22 (a) Not-for-profit corporations may be organized under  
 23 this Act for any one or more of the following or similar  
 24 purposes:

- 25 (1) Charitable.
- 26 (2) Benevolent.
- 27 (3) Eleemosynary.
- 28 (4) Educational.
- 29 (5) Civic.
- 30 (6) Patriotic.
- 31 (7) Political.
- 32 (8) Religious.
- 33 (9) Social.

- 1           (10) Literary.
- 2           (11) Athletic.
- 3           (12) Scientific.
- 4           (13) Research.
- 5           (14) Agricultural.
- 6           (15) Horticultural.
- 7           (16) Soil improvement.
- 8           (17) Crop improvement.
- 9           (18) Livestock or poultry improvement.
- 10          (19) Professional, commercial, industrial, or trade  
11          association.
- 12          (20) Promoting the development, establishment, or  
13          expansion of industries.
- 14          (21) Electrification on a cooperative basis.
- 15          (22) Telephone service on a mutual or cooperative  
16          basis.
- 17          (23) Ownership and operation of water supply  
18          facilities for drinking and general domestic use on a  
19          mutual or cooperative basis.
- 20          (24) Ownership or administration of residential  
21          property on a cooperative basis.
- 22          (25) Administration and operation of property owned  
23          on a condominium basis or by a homeowner association.
- 24          (26) Administration and operation of an  
25          organization on a cooperative basis producing or  
26          furnishing goods, services, or facilities primarily for  
27          the benefit of its members who are consumers of those  
28          goods, services, or facilities.
- 29          (27) Operation of a community mental health board  
30          or center organized pursuant to the Community Mental  
31          Health Act for the purpose of providing direct patient  
32          services.
- 33          (28) Provision of debt management services as  
34          authorized by the Debt Management Service Act.

1           (29) Promotion, operation, and administration of a  
2           ridesharing arrangement as defined in Section 1-176.1 of  
3           the Illinois Vehicle Code.

4           (30) The administration and operation of an  
5           organization for the purpose of assisting low-income  
6           consumers in the acquisition of utility and telephone  
7           services.

8           (31) Any purpose permitted to be exempt from  
9           taxation under Sections 501(c) or 501(d) of the United  
10           States Internal Revenue Code, as now in or hereafter  
11           amended.

12           (32) Any purpose that would qualify for  
13           tax-deductible gifts under the Section 170(c) of the  
14           United States Internal Revenue Code, as now or hereafter  
15           amended. Any such purpose is deemed to be charitable  
16           under subsection (a)(1) of this Section.

17           (b) A corporation may be organized hereunder to serve in  
18           an area that adjoins or borders (except for any intervening  
19           natural watercourse) an area located in an adjoining state  
20           intended to be similarly served, and the corporation may join  
21           any corporation created by the adjoining state having an  
22           identical purpose and organized as a not-for-profit  
23           corporation. Whenever any corporation organized under this  
24           Act so joins with a foreign corporation having an identical  
25           purpose, the corporation shall be permitted to do business in  
26           Illinois as one corporation; provided (1) that the name,  
27           bylaw provisions, officers, and directors of each corporation  
28           are identical, (2) that the foreign corporation complies with  
29           the provisions of this Act relating to the admission of  
30           foreign corporation, and (3) that the Illinois corporation  
31           files a statement with the Secretary of State indicating that  
32           it has joined with a foreign corporation setting forth the  
33           name thereof and the state of its incorporation.

34           (Source: P.A. 90-545, eff. 1-1-98.)

1 (805 ILCS 105/104.05) (from Ch. 32, par. 104.05)  
 2 Sec. 104.05. Corporate name of domestic or foreign  
 3 corporation.

4 (a) The corporate name of a domestic corporation or of a  
 5 foreign corporation organized, existing or subject to the  
 6 provisions of this Act:

7 (1) May contain, separate and apart from any other  
 8 word or abbreviation in such name, the word  
 9 "corporation," "company," "incorporated," or "limited,"  
 10 or an abbreviation of one of such words;

11 (2) Must end with the letters "NFP" if the  
 12 corporate name contains any word or phrase which  
 13 indicates or implies that the corporation is organized  
 14 for any purpose other than a purpose for which  
 15 corporations may be organized under this Act or a purpose  
 16 other than a purpose set forth in the corporation's  
 17 articles of incorporation; Shall-not-contain-any-word--or  
 18 phrase-which-indicates-or-implies-that-the-corporation-is  
 19 organized--for-any-purpose-other-than-a-purpose-for-which  
 20 corporations-may-be-organized--under--this--Act,--or--a  
 21 purpose-other-than-a-purpose-set-forth-in-its-articles-of  
 22 incorporation;

23 (3) Shall be distinguishable upon the records in  
 24 the the office of the Secretary of State from the  
 25 corporate name or assumed corporate name of any domestic  
 26 corporation or limited liability company organized under  
 27 the Limited Liability Company Act, whether for profit or  
 28 not for profit, existing under any Act of this State or  
 29 the name or assumed name of any foreign corporation or  
 30 foreign limited liability company registered under the  
 31 Limited Liability Company Act, whether for profit or not  
 32 for profit, authorized to transact business or conduct  
 33 affairs in this State, or a name the exclusive right to  
 34 which is, at the time, reserved or registered in the

1 manner provided in this Act or Section 1-15 of the  
2 Limited Liability Company Act, except that, subject to  
3 the discretion of the Secretary of State, a foreign  
4 corporation that has a name prohibited by this paragraph  
5 may be issued a certificate of authority to conduct its  
6 affairs in this State, if the foreign corporation:

7 (i) Elects to adopt an assumed corporation  
8 name or names in accordance with Section 104.15 of  
9 this Act; and

10 (ii) Agrees in its application for a  
11 certificate of authority to conduct affairs in this  
12 State only under such assumed corporate name or  
13 names;

14 (4) Shall not contain a word or phrase, or an  
15 abbreviation or derivation thereof, the use of which is  
16 prohibited or restricted by any other statute of this  
17 State unless such restriction has been complied with;

18 (5) Shall consist of letters of the English  
19 alphabet, Arabic or Roman numerals, or symbols capable of  
20 being readily reproduced by the office of the Secretary  
21 of State;

22 (6) Shall not contain the words "regular democrat,"  
23 "regular democratic," "regular republican," "democrat,"  
24 "democratic," or "republican," nor the name of any other  
25 established political party, unless consent to usage of  
26 such words or name is given to the corporation by the  
27 State central committee of such established political  
28 party; notwithstanding any other provisions of this Act,  
29 any corporation, whose name at the time this amendatory  
30 Act takes effect contains any of the words listed in this  
31 paragraph shall certify to the Secretary of State no  
32 later than January 1, 1989, that consent has been given  
33 by the State central committee; consent given to a  
34 corporation by the State central committee to use the

1 above listed words may be revoked upon notification to  
2 the corporation and the Secretary of State; and

3 (7) Shall be the name under which the corporation  
4 shall conduct affairs in this State unless the  
5 corporation shall also elect to adopt an assumed  
6 corporate name or names as provided in this Act;  
7 provided, however, that the corporation may use any  
8 divisional designation or trade name without complying  
9 with the requirements of this Act, provided the  
10 corporation also clearly discloses its corporate name.

11 (b) The Secretary of State shall determine whether a  
12 name is "distinguishable" from another name for purposes of  
13 this Act. Without excluding other names which may not  
14 constitute distinguishable names in this State, a name is not  
15 considered distinguishable, for purposes of this Act, solely  
16 because it contains one or more of the following:

17 (1) The word "corporation," "company,"  
18 "incorporated," or "limited" or an abbreviation of one of  
19 such words;

20 (2) Articles, conjunctions, contractions,  
21 abbreviations, different tenses or number of the same  
22 word.

23 (c) Nothing in this Section or Sections 104.15 or 104.20  
24 of this Act shall:

25 (1) Require any domestic corporation existing or  
26 any foreign corporation having a certificate of authority  
27 on the effective date of this Act, to modify or otherwise  
28 change its corporate name or assumed corporate name, if  
29 any; or

30 (2) Abrogate or limit the common law or statutory  
31 law of unfair competition or unfair trade practices, nor  
32 derogate from the common law or principles of equity or  
33 the statutes of this State or of the United States with  
34 respect to the right to acquire and protect copyrights,

1 trade names, trade marks, service names, service marks,  
2 or any other right to the exclusive use of name or  
3 symbols.

4 (Source: P.A. 85-1396.)

5 (805 ILCS 105/105.05) (from Ch. 32, par. 105.05)

6 Sec. 105.05. Registered office and registered agent.

7 (a) Each domestic corporation and each foreign  
8 corporation having a ~~certificate~~ of authority to conduct  
9 affairs in this State shall have and continuously maintain in  
10 this State:

11 (1) A registered office which may be, but need not  
12 be, the same as its place of business in this State.

13 (2) A registered agent, which agent may be either  
14 an individual, resident in this State, whose business  
15 office is identical with such registered office, or a  
16 domestic corporation for profit or a foreign corporation  
17 for profit authorized to conduct affairs in this State  
18 that is authorized by its articles of incorporation to  
19 act as such agent, having a business office identical  
20 with such registered office.

21 (b) The address, including street and number, if any, of  
22 the initial registered office, and the name of the initial  
23 registered agent of each corporation organized under this Act  
24 shall be stated in its articles of incorporation; and of each  
25 foreign corporation shall be stated in its application for a  
26 ~~certificate~~ of authority to conduct affairs in this State.

27 (c) In the event of dissolution of a corporation, either  
28 voluntary, administrative, or judicial, the registered agent  
29 and the registered office of the corporation on record with  
30 the Secretary of State on the date of the issuance of the  
31 certificate or judgment of dissolution shall be an agent of  
32 the corporation upon whom claims can be served or service of  
33 process can be had during the two year post-dissolution

1 period provided in Section 112.80 of this Act, unless such  
2 agent resigns or the corporation properly reports a change of  
3 registered office or registered agent.

4 (d) In the event of revocation of a certificate of  
5 authority of a foreign corporation, the registered agent and  
6 the registered office of the corporation on record with the  
7 Secretary of State on the date of the issuance of the  
8 certificate of revocation shall be an agent of the  
9 corporation upon whom claims can be served or service of  
10 process can be had, unless such agent resigns.

11 (Source: P.A. 84-1423.)

12 (805 ILCS 105/105.10) (from Ch. 32, par. 105.10)

13 Sec. 105.10. Change of registered office or registered  
14 agent.

15 (a) A domestic corporation or a foreign corporation may  
16 from time to time change the address of its registered  
17 office. A domestic corporation or a foreign corporation  
18 shall change its registered agent if the office of registered  
19 agent shall become vacant for any reason, or if its  
20 registered agent becomes disqualified or incapacitated to  
21 act, or if the corporation revokes the appointment of its  
22 registered agent.

23 (b) A domestic corporation or a foreign corporation may  
24 change the address of its registered office or change its  
25 registered agent, or both, by so indicating on the statement  
26 of change on the annual report of that corporation filed  
27 pursuant to Section 114.10 of this Act or by executing and  
28 filing in duplicate, in accordance with Section 101.10 of  
29 this Act, a statement setting forth:

30 (1) the name of the corporation;

31 (2) the address, including street and number, or  
32 rural route number, of its then registered office;

33 (3) if the address of its registered office be

1 changed, the address, including street and number, or  
2 rural route number, to which the registered office is to  
3 be changed;

4 (4) the name of its then registered agent;

5 (5) if its registered agent be changed, the name of  
6 its successor registered agent;

7 (6) that the address of its registered office and  
8 the address of the business office of its registered  
9 agent, as changed, will be identical;

10 (7) that such change was authorized by resolution  
11 duly adopted by the board of directors.

12 (c) A legible copy of the statement of change as on the  
13 annual report returned by the Secretary of State shall be  
14 filed for record within the time prescribed by this Act in  
15 the office of the Recorder of the county in which the  
16 registered office of the corporation in this State was  
17 situated before the filing of the statement in the Office of  
18 the Secretary of State {Blank}.

19 (d) If the registered office is changed from one county  
20 to another county, then the corporation shall also file for  
21 record within the time prescribed by this Act in the office  
22 of the Recorder of the county to which such registered office  
23 is changed:

24 (1) In the case of a domestic corporation:

25 (i) A copy of its articles of incorporation  
26 certified by the Secretary of State.

27 (ii) A copy of the statement of change of  
28 address of its registered office, certified by the  
29 Secretary of State.

30 (2) In the case of a foreign corporation:

31 (i) A copy of its application for certificate  
32 of authority to transact business in this State,  
33 with--a--copy--of--its--application--therefor--affixed  
34 thereto, certified by the Secretary of State.

1                   (ii) A copy of all amendments to such  
 2                   certificate of authority, if any, likewise certified  
 3                   by the Secretary of State.

4                   (iii) A copy of the statement of change of  
 5                   address of its registered office certified by the  
 6                   Secretary of State.

7           (e) The change of address of the registered office, or  
 8           the change of registered agent, or both, as the case may be,  
 9           shall become effective upon the filing of such statement by  
 10          the Secretary of State.

11          (Source: P.A. 91-357, eff. 7-29-99.)

12          (805 ILCS 105/105.20) (from Ch. 32, par. 105.20)

13          Sec. 105.20. Change of Address of Registered Agent.

14          (a) A registered agent may change the address of the  
 15          registered office of the domestic corporation or of the  
 16          foreign corporation, for which he or she or it is registered  
 17          agent, to another address in this State, by so indicating in  
 18          the statement of change on the annual report of the  
 19          corporation filed under Section 114.10 of this Act or by  
 20          filing, in duplicate, in accordance with Section 101.10 of  
 21          this Act a statement setting forth:

- 22                  (1) the name of the corporation;
- 23                  (2) the address, including street and number, or  
 24                  rural route number, of its then registered office;
- 25                  (3) the address, including street and number, or  
 26                  rural route number, to which the registered office is to  
 27                  be changed;
- 28                  (4) the name of its registered agent;
- 29                  (5) that the address of its registered office and  
 30                  the address of the business office of its registered  
 31                  agent, as changed, will be identical.

32          (b) Such statement shall be executed by the registered  
 33          agent.

1           (c) The change of address of the registered office shall  
2 become effective upon the filing of such statement by the  
3 Secretary of State.

4           (Source: P.A. 85-1269.)

5           (805 ILCS 105/105.25) (from Ch. 32, par. 105.25)

6           Sec. 105.25. Service of process on domestic or foreign  
7 corporation.

8           (a) Any process, notice, or demand required or permitted  
9 by law to be served upon a domestic corporation or a foreign  
10 corporation having a--~~certificate~~--of authority to conduct  
11 affairs in this State may be served either upon the  
12 registered agent appointed by the corporation or upon the  
13 Secretary of State as provided in this Section.

14           (b) The Secretary of State shall be irrevocably  
15 appointed as an agent of a domestic corporation or of a  
16 foreign corporation having a--~~certificate~~--of authority upon  
17 whom any process, notice or demand may be served:

18           (1) Whenever the corporation shall fail to appoint  
19 or maintain a registered agent in this State; or

20           (2) Whenever the corporation's registered agent  
21 cannot with reasonable diligence be found at the  
22 registered office in this State; or

23           (3) When a domestic corporation has been dissolved,  
24 the conditions of paragraph (1) or paragraph (2) exist,  
25 and an action, suit or proceeding is instituted against  
26 or affecting the corporation within the two years after  
27 the ~~issuance~~--of--a--~~certificate~~--of dissolution or the  
28 filing of a judgment of dissolution; or

29           (4) When the ~~certificate~~--of authority of a foreign  
30 corporation has been revoked.

31           (c) Service under subsection (b) shall be made by:

32           (1) Service on the Secretary of State, or on any  
33 clerk having charge of the corporation division

1 department at his or her office, of a copy of the  
2 process, notice or demand, together with any papers  
3 required by law to be delivered in connection with  
4 service, and a fee as prescribed by subsection (b) of  
5 Section 115.15 of this Act;

6 (2) Transmittal by the person instituting the  
7 action, suit or proceeding of notice of the service on  
8 the Secretary of State and a copy of the process, notice  
9 or demand and accompanying papers to the corporation  
10 being served, by registered or certified mail:

11 (i) At the last registered office of the  
12 corporation as shown by the records on file in the  
13 office of the Secretary of State; or

14 (ii) At such address the use of which the  
15 person instituting the action, suit or proceeding  
16 knows or, on the basis of reasonable inquiry, has  
17 reason to believe is most likely to result in actual  
18 notice; and

19 (3) Appendage by the person instituting the action,  
20 suit or proceeding of an affidavit of compliance with  
21 this Section in substantially such form as the Secretary  
22 of State may by rule or regulation prescribe, to the  
23 process, notice or demand.

24 (d) Nothing herein contained shall limit or affect the  
25 right to serve any process, notice, or demand required or  
26 permitted by law to be served upon a corporation in any other  
27 manner now or hereafter permitted by law.

28 (e) The Secretary of State shall keep a record of all  
29 processes, notices, and demands served upon him or her under  
30 this Section, and shall record therein the time of such  
31 service and his or her action with reference thereto but  
32 shall not be required to retain such information for a period  
33 longer than five years from his or her receipt of the  
34 service.

1 (Source: P.A. 84-1423.)

2 (805 ILCS 105/105.30) (from Ch. 32, par. 105.30)

3 Sec. 105.30. Service of process on foreign corporation  
4 not authorized to conduct affairs in Illinois. If any  
5 foreign corporation conducts affairs in this State without  
6 having obtained--a--certificate--of authority to conduct  
7 affairs, it shall be deemed that such corporation has  
8 designated and appointed the Secretary of State as an agent  
9 for process upon whom any notice, process or demand may be  
10 served. Service on the Secretary of State shall be made in  
11 the manner set forth in subsection (c) of Section 105.25 of  
12 this Act.

13 (Source: P.A. 84-1423.)

14 (805 ILCS 105/108.75) (from Ch. 32, par. 108.75)

15 Sec. 108.75. Indemnification of officers, directors,  
16 employees and agents; insurance.

17 (a) A corporation may indemnify any person who was or is  
18 a party, or is threatened to be made a party to any  
19 threatened, pending or completed action, suit or proceeding,  
20 whether civil, criminal, administrative or investigative  
21 (other than an action by or in the right of the corporation)  
22 by reason of the fact that he or she is or was a director,  
23 officer, employee or agent of the corporation, or who is or  
24 was serving at the request of the corporation as a director,  
25 officer, employee or agent of another corporation,  
26 partnership, joint venture, trust or other enterprise,  
27 against expenses (including attorneys' fees), judgments,  
28 fines and amounts paid in settlement actually and reasonably  
29 incurred by such person in connection with such action, suit  
30 or proceeding, if such person acted in good faith and in a  
31 manner he or she reasonably believed to be in, or not opposed  
32 to, the best interests of the corporation, and, with respect

1 to any criminal action or proceeding, had no reasonable cause  
2 to believe his or her conduct was unlawful. The termination  
3 of any action, suit or proceeding by judgment, order,  
4 settlement, conviction, or upon a plea of nolo contendere or  
5 its equivalent, shall not, of itself, create a presumption  
6 that the person did not act in good faith and in a manner  
7 which he or she reasonably believed to be in or not opposed  
8 to the best interests of the corporation or, with respect to  
9 any criminal action or proceeding, that the person had  
10 reasonable cause to believe that his or her conduct was  
11 unlawful.

12 (b) A corporation may indemnify any person who was or is  
13 a party, or is threatened to be made a party to any  
14 threatened, pending or completed action or suit by or in the  
15 right of the corporation to procure a judgment in its favor  
16 by reason of the fact that such person is or was a director,  
17 officer, employee or agent of the corporation, or is or was  
18 serving at the request of the corporation as a director,  
19 officer, employee or agent of another corporation,  
20 partnership, joint venture, trust or other enterprise,  
21 against expenses (including attorneys' fees) actually and  
22 reasonably incurred by such person in connection with the  
23 defense or settlement of such action or suit, if such person  
24 acted in good faith and in a manner he or she reasonably  
25 believed to be in, or not opposed to, the best interests of  
26 the corporation, provided that no indemnification shall be  
27 made in respect of any claim, issue or matter as to which  
28 such person shall have been adjudged to be liable for  
29 negligence or misconduct in the performance of his or her  
30 duty to the corporation, unless, and only to the extent that  
31 the court in which such action or suit was brought shall  
32 determine upon application that, despite the adjudication of  
33 liability, but in view of all the circumstances of the case,  
34 such person is fairly and reasonably entitled to indemnity

1 for such expenses as the court shall deem proper.

2 (c) To the extent that a present or former director,  
3 officer or employee ~~or~~ agent of a corporation has been  
4 successful, on the merits or otherwise, in the defense of any  
5 action, suit or proceeding referred to in subsections (a) and  
6 (b), or in defense of any claim, issue or matter therein,  
7 such person shall be indemnified against expenses (including  
8 attorneys' fees) actually and reasonably incurred by such  
9 person in connection therewith, if that person acted in good  
10 faith and in a manner he or she reasonably believed to be in,  
11 or not opposed to, the best interests of the corporation.

12 (d) Any indemnification under subsections (a) and (b)  
13 (unless ordered by a court) shall be made by the corporation  
14 only as authorized in the specific case, upon a determination  
15 that indemnification of the present or former director,  
16 officer, employee or agent is proper in the circumstances  
17 because he or she has met the applicable standard of conduct  
18 set forth in subsections (a) or (b). Such determination  
19 shall be made with respect to a person who is a director or  
20 officer at the time of the determination: (1) by the majority  
21 vote of the directors who are ~~(1) by the board of directors~~  
22 ~~by a majority vote of a quorum consisting of directors who~~  
23 were not parties to such action, suit or proceeding, even  
24 though less than a quorum, (2) by a committee of the  
25 directors designated by a majority vote of the directors,  
26 even though less than a quorum, (3) if there are no such  
27 directors, or if the directors so direct, ~~(2) if such a~~  
28 ~~quorum is not obtainable, or even if obtainable, if a quorum~~  
29 ~~of disinterested directors so directs,~~ by independent legal  
30 counsel in a written opinion, or (4) ~~(3)~~ by the members  
31 entitled to vote, if any.

32 (e) Expenses (including attorney's fees) incurred by an  
33 officer or director in defending a civil or criminal action,  
34 suit or proceeding may be paid by the corporation in advance

1 of the final disposition of such action, suit or proceeding,  
2 as authorized by the board of directors in the specific case,  
3 upon receipt of an undertaking by or on behalf of the  
4 director ~~or~~, officer, ~~employee or agent~~ to repay such amount,  
5 unless it shall ultimately be determined that such person he  
6 ~~or~~ she is entitled to be indemnified by the corporation as  
7 authorized in this Section. Such expenses (including  
8 attorney's fees) incurred by former directors and officers or  
9 other employees and agents may be so paid on such terms and  
10 conditions, if any, as the corporation deems appropriate.

11 (f) The indemnification provided by the Section shall  
12 not be deemed exclusive of any other rights to which those  
13 seeking indemnification may be entitled under any bylaw,  
14 agreement, vote of members or disinterested directors, or  
15 otherwise, both as to action in his or her official capacity  
16 and as to action in another capacity while holding such  
17 office, and shall continue as to a person who has ceased to  
18 be a director, officer, employee or agent, and shall inure to  
19 the benefit of the heirs, executors and administrators of  
20 such a person.

21 (g) A corporation may purchase and maintain insurance on  
22 behalf of any person who is or was a director, officer,  
23 employee or agent of the corporation, or who is or was  
24 serving at the request of the corporation as a director,  
25 officer, employee or agent of another corporation,  
26 partnership, joint venture, trust or other enterprise,  
27 against any liability asserted against such person and  
28 incurred by such person in any such capacity, or arising out  
29 of his or her status as such, whether or not the corporation  
30 would have the power to indemnify such person against such  
31 liability under the provisions of this Section.

32 (h) In the case of a corporation with members entitled  
33 to vote, if a corporation indemnifies ~~has paid indemnity~~ or  
34 advances ~~has advanced~~ expenses under subsection (b) of this

1 Section to a director ~~or~~, officer, ~~employee-or-agent~~, the  
2 corporation shall report the indemnification or advance in  
3 writing to the members entitled to vote with or before the  
4 notice of the next meeting of the members entitled to vote.

5 (i) For purposes of this Section, references to "the  
6 corporation" shall include, in addition to the surviving  
7 corporation, any merging corporation (including any  
8 corporation having merged with a merging corporation)  
9 absorbed in a merger which, if its separate existence had  
10 continued, would have had the power and authority to  
11 indemnify its directors, officers, employees or agents, so  
12 that any person who was a director, officer, employee or  
13 agent of such merging corporation, or was serving at the  
14 request of such merging corporation as a director, officer,  
15 employee or agent of another corporation, partnership, joint  
16 venture, trust or other enterprise, shall stand in the same  
17 position under the provisions of this Section with respect to  
18 the surviving corporation as such person would have with  
19 respect to such merging corporation if its separate existence  
20 had continued.

21 (j) For purposes of this Section, references to "other  
22 enterprises" shall include employee benefit plans; references  
23 to "fines" shall include any excise taxes assessed on a  
24 person with respect to an employee benefit plan; and  
25 references to "serving at the request of the corporation"  
26 shall include any service as a director, officer, employee or  
27 agent of the corporation which imposes duties on, or involves  
28 services by such director, officer, employee, or agent with  
29 respect to an employee benefit plan, its participants, or  
30 beneficiaries. A person who acted in good faith and in a  
31 manner he or she reasonably believed to be in the best  
32 interests of the participants and beneficiaries of an  
33 employee benefit plan shall be deemed to have acted in a  
34 manner "not opposed to the best interests of the corporation"

1 as referred to in this Section.

2 (k) The changes to this Section made by this amendatory  
3 Act of the 92nd General Assembly apply only to actions  
4 commenced on or after the effective date of this amendatory  
5 Act of the 92nd General Assembly.

6 (Source: P.A. 84-1423.)

7 (805 ILCS 105/110.30) (from Ch. 32, par. 110.30)  
8 Sec. 110.30. Articles of amendment.

9 (a) Except as provided in Section 110.40 of this Act,  
10 the articles of amendment shall be executed and filed in  
11 duplicate in accordance with Section 101.10 of this Act and  
12 shall set forth:

- 13 (1) The name of the corporation;
- 14 (2) The text of each amendment adopted;
- 15 (3) If the amendment was adopted pursuant to  
16 Section 110.15 of this Act:

17 (i) A statement that the amendment received  
18 the affirmative vote of a majority of the directors  
19 in office, at a meeting of the board of directors,  
20 and the date of the meeting; or

21 (ii) A statement that the amendment was  
22 adopted by written consent, signed by all the  
23 directors in office, in compliance with Section  
24 108.45 of this Act;

- 25 (4) If the amendment was adopted pursuant to  
26 Section 110.20 of this Act:

27 (i) A statement that the amendment was adopted  
28 at a meeting of members entitled to vote by the  
29 affirmative vote of the members having not less than  
30 the minimum number of votes necessary to adopt such  
31 amendment, as provided by this Act, the articles of  
32 incorporation or the bylaws, and the date of the  
33 meeting; or

1           (ii) A statement that the amendment was  
2 adopted by written consent signed by members  
3 entitled to vote having not less than the minimum  
4 number of votes necessary to adopt such amendment,  
5 as provided by this Act, the articles of  
6 incorporation, or the bylaws, in compliance with  
7 Section 107.10 of this Act.

8           (5) If the amendment restates the articles of  
9 incorporation, the amendment shall so state and shall set  
10 forth:

11           (i) The text of the articles as restated;

12           (ii) The date of incorporation, the name under  
13 which the corporation was incorporated, subsequent  
14 names, if any, that the corporation adopted pursuant  
15 to amendment of its articles of incorporation, and  
16 the effective date of any such amendments;

17           (iii) The address of the registered office and  
18 the name of the registered agent on the date of  
19 filing the restated articles.

20           The articles as restated must include all the  
21 information required by subsection (a) of Section  
22 102.10 of this Act, except that the articles need  
23 not set forth the information required by paragraphs  
24 3, 4 or 5 thereof. If any provision of the articles  
25 of incorporation is amended in connection with the  
26 restatement, the articles of amendment shall clearly  
27 identify such amendment.

28           (6) If, pursuant to Section 110.35 of this Act, the  
29 amendment is to become effective subsequent to the date  
30 on which the articles certificate of amendment are filed  
31 ~~is-issued~~, the date on which the amendment is to become  
32 effective.

33           (7) If the amendment revives the articles of  
34 incorporation and extends the period of corporate

1 duration, the amendment shall so state and shall set  
2 forth:

3 (i) The date the period of duration expired  
4 under the articles of incorporation;

5 (ii) A statement that the period of duration  
6 will be perpetual, or, if a limited duration is to  
7 be provided, the date to which the period of  
8 duration is to be extended; and

9 (iii) A statement that the corporation has  
10 been in continuous operation since before the date  
11 of expiration of its original period of duration.

12 (b) When the provisions of this Section have been  
13 complied with, the Secretary of State shall file the articles  
14 issue-a-certificate of amendment.

15 (Source: P.A. 84-1423.)

16 (805 ILCS 105/110.35) (from Ch. 32, par. 110.35)

17 Sec. 110.35. Effect of ~~certificate-of~~ amendment.

18 (a) The amendment shall become effective and the  
19 articles of incorporation shall be deemed to be amended  
20 accordingly, as of the later of:

21 (1) The filing of the articles ~~issuance-of-the~~  
22 ~~certificate~~ of amendment by the Secretary of State; or

23 (2) The time established under the articles of  
24 amendment, not to exceed 30 days after the filing of the  
25 articles ~~issuance-of-the-certificate~~ of amendment by the  
26 Secretary of State.

27 (b) If the amendment is made in accordance with the  
28 provisions of Section 110.40 of this Act, upon the filing of  
29 the articles ~~issuance-of-the-certificate~~ of amendment by the  
30 Secretary of State, the amendment shall become effective and  
31 the articles of incorporation shall be deemed to be amended  
32 accordingly, without any action thereon by the directors or  
33 members of the corporation and with the same effect as if the

1 amendments had been adopted by unanimous action of the  
2 directors and members of the corporation.

3 (c) If the amendment restates the articles of  
4 incorporation, such restated articles of incorporation shall,  
5 upon such amendment becoming effective, supersede and stand  
6 in lieu of the corporation's preexisting articles of  
7 incorporation.

8 (d) If the amendment revives the articles of  
9 incorporation and extends the period of corporate duration,  
10 upon the filing of the articles ~~issuance of the certificate~~  
11 of amendment by the Secretary of State, the amendment shall  
12 become effective and the corporate existence shall be deemed  
13 to have continued without interruption from the date of  
14 expiration of the original period of duration, and the  
15 corporation shall stand revived with such powers, duties and  
16 obligations as if its period of duration had not expired; and  
17 all acts and proceedings of its officers, directors and  
18 members, acting or purporting to act as such, which would  
19 have been legal and valid but for such expiration, shall  
20 stand ratified and confirmed.

21 (e) No amendment of the articles of incorporation of a  
22 corporation shall affect any existing cause of action in  
23 favor of or against such corporation, or any pending suit in  
24 which such corporation shall be a party, or the existing  
25 rights of persons other than members; and, in the event the  
26 corporate name shall be changed by amendment, no suit brought  
27 by or against such corporation under its former name shall be  
28 abated for that reason.

29 (Source: P.A. 84-1423.)

30 (805 ILCS 105/111.25) (from Ch. 32, par. 111.25)

31 Sec. 111.25. Articles of merger or consolidation.

32 (a) Articles of merger or consolidation shall be  
33 executed by each corporation and filed in duplicate in

1 accordance with Section 101.10 of this Act and shall set  
2 forth:

3 (1) the name of each corporation;

4 (2) the plan of merger or consolidation;

5 (3) as to each corporation where the plan of merger  
6 or consolidation was adopted pursuant Section 111.15 of  
7 this Act:

8 (i) a statement that the plan received the  
9 affirmative vote of a majority of the directors in  
10 office, at a meeting of the board of directors, and  
11 the date of the meeting; or

12 (ii) a statement that the plan was adopted by  
13 written consent, signed by all the directors in  
14 office, in compliance with Section 108.45 of this  
15 Act; and

16 (4) as to each corporation where the plan of merger  
17 or consolidation was adopted pursuant Section 111.20 of  
18 this Act:

19 (i) a statement that the plan was adopted at a  
20 meeting of members by the affirmative vote of  
21 members having not less than the minimum number of  
22 votes necessary to adopt the plan, as provided by  
23 this Act, the articles of incorporation, or the  
24 bylaws, and the date of the meeting; or

25 (ii) a statement that the plan was adopted by  
26 written consent, signed by members having not less  
27 than the minimum number of votes necessary to adopt  
28 the plan, as provided by this Act, the articles of  
29 incorporation or the bylaws, in compliance with  
30 Section 107.10 of this Act.

31 (b) When the provisions of this Section have been  
32 complied with, the Secretary of State shall file the articles  
33 issue-a-certificate of merger or consolidation.

34 (Source: P.A. 91-357, eff. 7-29-99.)

1 (805 ILCS 105/111.40) (from Ch. 32, par. 111.40)

2 Sec. 111.40. Effective date of merger or consolidation.

3 The merger or consolidation shall become effective upon the  
4 filing of the articles ~~issuance-of-the-certificate~~ of merger  
5 or consolidation by the Secretary of State or on a later  
6 specified date, not more than 30 days subsequent to the  
7 filing of the articles of merger or consolidation ~~issuance-of~~  
8 ~~the-certificate~~ by the Secretary of State, as may be provided  
9 for in the plan.

10 (Source: P.A. 88-151.)

11 (805 ILCS 105/111.45) (from Ch. 32, par. 111.45)

12 Sec. 111.45. Recording of ~~certificate--and~~ articles of  
13 merger or consolidation. The articles of merger or  
14 consolidation ~~certificate-of-merger--with--the--copy--of--the~~  
15 ~~articles--of-merger-affixed-thereto-by-the-Secretary-of-State~~  
16 ~~or-the-certificate-of-consolidation--with--the--copy--of--the~~  
17 ~~articles-of-consolidation-affixed-thereto-by-the-Secretary-of~~  
18 State, shall be returned to the surviving or new corporation,  
19 as the case may be, or to its representative, and such  
20 ~~certificate-and~~ articles, or a copy thereof certified by the  
21 Secretary of State, shall be filed for record within the time  
22 prescribed by Section 101.10 of this Act in the office of the  
23 Recorder of each county in which the registered office of  
24 each merging or consolidating corporation may be situated,  
25 and in the case of a consolidation, in the office of the  
26 Recorder of the county in which the registered office of the  
27 new corporation shall be situated.

28 (Source: P.A. 84-1423.)

29 (805 ILCS 105/112.20) (from Ch. 32, par. 112.20)

30 Sec. 112.20. Articles of dissolution.

31 (a) When a voluntary dissolution has been authorized as  
32 provided by this Act, articles of dissolution shall be

1 executed and filed in duplicate in accordance with Section  
2 101.10 of this Act and shall set forth:

3 (1) The name of the corporation.

4 (2) The date dissolution was authorized.

5 (3) A post-office address to which may be mailed a  
6 copy of any process against the corporation that may be  
7 served on the Secretary of State.

8 (4) Where dissolution is authorized pursuant to  
9 Section 112.05 of this Act:

10 (i) A statement that the dissolution received  
11 the affirmative vote of a majority of the directors  
12 in office, at a meeting of the board of directors,  
13 and the date of the meeting; or

14 (ii) A statement that the dissolution was  
15 adopted by written consent, signed by all the  
16 directors in office, in compliance with Section  
17 108.45 of this Act.

18 (5) If the dissolution was adopted pursuant to  
19 Section 112.10 or 112.15 of this Act:

20 (i) A statement that the dissolution was  
21 adopted at a meeting of members by the affirmative  
22 vote of the members having not less than the minimum  
23 number of votes necessary to adopt the dissolution,  
24 as provided by this Act, the articles of  
25 incorporation, or the bylaws, and the date of the  
26 meeting; or

27 (ii) A statement that the dissolution was  
28 adopted by written consent, signed by members having  
29 not less than the minimum number of votes necessary  
30 to adopt the dissolution, as provided by this Act,  
31 the articles of incorporation, or the bylaws, in  
32 compliance with Section 107.10 of this Act.

33 (b) When the provisions of this Section have been  
34 complied with, the Secretary of State shall file the articles

1 ~~issue-a-certificate~~ of dissolution.

2 (c) The dissolution is effective on the date of the  
3 filing of the articles ~~issuance-of-the-certificate~~ thereof by  
4 the Secretary of State.

5 (Source: P.A. 84-1423.)

6 (805 ILCS 105/112.25) (from Ch. 32, par. 112.25)  
7 Sec. 112.25. Revocation of Dissolution.

8 (a) A corporation may revoke its dissolution within 60  
9 days of its effective date if the corporation has not begun  
10 to distribute its assets or has not commenced a proceeding  
11 for court supervision of its winding up under Section 112.50  
12 of this Act.

13 (b) The corporation's board of directors may revoke the  
14 dissolution without action by members entitled to vote on  
15 dissolution.

16 (c) Within 60 days after the dissolution has been  
17 revoked by the corporation, articles of revocation of  
18 dissolution shall be executed and filed in duplicate in  
19 accordance with Section 101.10 of this Act and shall set  
20 forth:

- 21 (1) The name of the corporation;
- 22 (2) The effective date of the dissolution that was  
23 revoked;
- 24 (3) A statement that the corporation has not begun  
25 to distribute its assets nor has it commenced a  
26 proceeding for court supervision of its winding up;
- 27 (4) The date the revocation of dissolution was  
28 authorized;
- 29 (5) A statement that the corporation's board of  
30 directors revoked the dissolution.

31 (d) When the provisions of this Section have been  
32 complied with, the Secretary of State shall file the articles  
33 ~~issue-a-certificate~~ of revocation of dissolution. Failure to

1 file the revocation of dissolution as required in subsection  
2 (c) hereof shall not be grounds for the Secretary of State to  
3 reject the filing, but the corporation filing beyond the time  
4 period shall pay a penalty as prescribed by this Act.

5 (e) The revocation of dissolution is effective on the  
6 date of the filing of the articles ~~issuance--of--the~~  
7 ~~certificate~~ thereof by the Secretary of State and shall  
8 relate back and take effect as of the date of ~~issuance--of--the~~  
9 ~~certificate--of~~ dissolution and the corporation may resume  
10 conducting affairs as if dissolution had never occurred.  
11 (Source: P.A. 85-1269.)

12 (805 ILCS 105/112.35) (from Ch. 32, par. 112.35)  
13 Sec. 112.35. Grounds for administrative dissolution. The  
14 Secretary of State may dissolve any corporation  
15 administratively if:

16 (a) It has failed to file its annual report as required  
17 by this Act before the first day of the anniversary month of  
18 the corporation of the year in which such annual report  
19 becomes due;

20 (b) It has failed to file in the office of the Secretary  
21 of State any report after the expiration of the period  
22 prescribed in this Act for filing such report;

23 (c) It has failed to pay any fees or charges prescribed  
24 by this Act;

25 (d) ~~(e)~~ It has failed to appoint and maintain a  
26 registered agent in this State; or

27 (e) It has misrepresented any material matter in any  
28 application, report, affidavit, or other document filed by  
29 the corporation pursuant to this Act; or

30 (f) ~~(d)~~ The Secretary of State receives notification  
31 from a local liquor commissioner, pursuant to Section 4-4(3)  
32 of "The Liquor Control Act of 1934," as now or hereafter  
33 amended, that an organization incorporated under this Act and

1 functioning as a club has violated that Act by selling or  
2 offering for sale at retail alcoholic liquors without a  
3 retailer's license.

4 (Source: P.A. 84-1423.)

5 (805 ILCS 105/112.45) (from Ch. 32, par. 112.45)

6 Sec. 112.45. Reinstatement following administrative  
7 dissolution.

8 (a) A domestic corporation administratively dissolved  
9 under Section 112.40 of this Act may be reinstated by the  
10 Secretary of State within five years following the date of  
11 issuance of the certificate of dissolution upon:

12 (1) The filing of an application for reinstatement;

13 (2) The filing with the Secretary of State by the  
14 corporation of all reports then due and theretofore  
15 becoming due;

16 (3) The payment to the Secretary of State by the  
17 corporation of all fees and penalties then due and  
18 theretofore becoming due.

19 (b) The application for reinstatement shall be executed  
20 and filed in duplicate in accordance with Section 101.10 of  
21 this Act and shall set forth:

22 (1) The name of the corporation at the time of the  
23 issuance of the certificate of dissolution;

24 (2) If such name is not available for use as  
25 determined by the Secretary of State at the time of  
26 filing the application for reinstatement, the name of the  
27 corporation as changed; provided, however, that any  
28 change of name is properly effected pursuant to Section  
29 110.05 and Section 110.30 of this Act;

30 (3) The date of the issuance of the certificate of  
31 dissolution;

32 (4) The address, including street and number, or  
33 rural route number, of the registered office of the

1 corporation upon reinstatement thereof, and the name of  
2 its registered agent at such address upon the  
3 reinstatement of the corporation, provided however, that  
4 any change from either the registered office or the  
5 registered agent at the time of dissolution is properly  
6 reported pursuant to Section 105.10 of this Act.

7 (c) When a dissolved corporation has complied with the  
8 provisions of this Section, the Secretary of State shall file  
9 the application for issue-a-certificate-of reinstatement.

10 (d) Upon the filing of the application for issuance-of  
11 the-certificate-of reinstatement, the corporate existence  
12 shall be deemed to have continued without interruption from  
13 the date of the issuance of the certificate of dissolution,  
14 and the corporation shall stand revived with such powers,  
15 duties and obligations as if it had not been dissolved; and  
16 all acts and proceedings of its officers, directors and  
17 members, acting or purporting to act as such, which would  
18 have been legal and valid but for such dissolution, shall  
19 stand ratified and confirmed.

20 (Source: P.A. 86-381.)

21 (805 ILCS 105/112.80) (from Ch. 32, par. 112.80)

22 Sec. 112.80. Survival of remedy after dissolution. The  
23 dissolution of a corporation either (1) by filing articles of  
24 dissolution in accordance with Section 112.20 of this Act,  
25 (2) (1) by the issuance of a certificate of dissolution in  
26 accordance with Section 112.40 of this Act by-the-Secretary  
27 of-State, (3) or-(2) by a judgment of dissolution by a  
28 Circuit Court of this State, or (4) (3) by expiration of its  
29 period of duration, shall not take away nor impair any remedy  
30 available to or against such corporation, its directors,  
31 members or persons receiving distributions, for any right or  
32 claim existing, or any liability incurred, prior to such  
33 dissolution if action or other proceeding thereon is

1 commenced within two years after the date of such  
2 dissolution. Any such action or proceeding by or against the  
3 corporation may be prosecuted or defended by the corporation  
4 in its corporate name.

5 (Source: P.A. 84-1423.)

6 (805 ILCS 105/113.05) (from Ch. 32, par. 113.05)

7 Sec. 113.05. Admission of foreign corporation. A  
8 foreign corporation organized not for profit, before it  
9 conducts any affairs in this State, shall procure a  
10 ~~certificate--of~~ authority so to do from the Secretary of  
11 State. A foreign corporation organized not for profit, upon  
12 complying with the provisions of this Act, may secure from  
13 the Secretary of State the a--~~certificate--of~~ authority to  
14 conduct affairs in this State. A foreign corporation shall  
15 not be denied a-~~certificate-of~~ authority by reason of the  
16 fact that the laws of the state under which such corporation  
17 is organized governing its organization and internal affairs  
18 differ from the laws of this State, and nothing in this Act  
19 contained shall be construed to authorize this State to  
20 regulate the organization or the internal affairs of such  
21 corporation.

22 (Source: P.A. 84-1423.)

23 (805 ILCS 105/113.10) (from Ch. 32, par. 113.10)

24 Sec. 113.10. Powers of foreign corporation. No foreign  
25 corporation shall conduct in this State any affairs which a  
26 corporation organized under the laws of this State is not  
27 permitted to conduct. A foreign corporation which shall have  
28 received a-~~certificate-of~~ authority to conduct affairs under  
29 this Act shall, until a certificate of revocation has been  
30 issued or an application for of withdrawal shall have been  
31 filed issued as provided in this Act, enjoy the same, but no  
32 greater, rights and privileges as a domestic corporation

1 organized for the purposes set forth in the application  
 2 pursuant to which such ~~certificate-of~~ authority is granted  
 3 ~~issued~~; and, except as in Section 113.05 of this Act  
 4 otherwise provided with respect to the organization and  
 5 internal affairs of a foreign corporation and except as  
 6 elsewhere in this Act otherwise provided, shall be subject to  
 7 the same duties, restrictions, penalties, and liabilities now  
 8 or hereafter imposed upon a domestic corporation of like  
 9 character.

10 (Source: P.A. 84-1423.)

11 (805 ILCS 105/113.15) (from Ch. 32, par. 113.15)

12 Sec. 113.15. Application for ~~certificate-of~~ authority.

13 (a) A foreign corporation, in order to procure a  
 14 ~~certificate-of~~ authority to conduct affairs in this State,  
 15 shall execute and file in duplicate an application therefor,  
 16 in accordance with Section 101.10 of this Act, and shall also  
 17 file a copy of its articles of incorporation and all  
 18 amendments thereto, duly authenticated by the proper officer  
 19 of the state or country wherein it is incorporated. Such  
 20 application shall set forth:

21 (1) The name of the corporation, with any additions  
 22 thereto required in order to comply with Section 104.05  
 23 of this Act together with the State or country under the  
 24 laws of which it is organized;

25 (2) The date of its incorporation and the period of  
 26 its duration;

27 (3) The address, including street and number, if  
 28 any, of its principal office;

29 (4) The address, including street and number, or  
 30 rural route number, of its proposed registered office in  
 31 this State, and the name of its proposed registered agent  
 32 in this State at such address;

33 (5) (Blank); ~~The-names-of-the-states-and-countries,~~

1 ~~if--any,--in-which-it-is-admitted-or-qualified-to-conduct~~  
2 ~~affairs;~~

3 (6) The purpose or purposes for which it was  
4 organized which it proposes to pursue in the conduct of  
5 affairs in this State;

6 (7) The names and respective ~~residential~~ addresses,  
7 including street and number, or rural route number, of  
8 its directors and officers;

9 (8) With respect to any foreign corporation a  
10 purpose of which is to function as a club, as defined in  
11 Section 1- 3.24 of "The Liquor Control Act of 1934," as  
12 now or hereafter amended, a statement that it will comply  
13 with the State and local laws and ordinances relating to  
14 alcoholic liquors; and

15 (9) Such additional information as may be necessary  
16 or appropriate in order to enable the Secretary of State  
17 to determine whether such corporation is entitled to be  
18 granted ~~a-certificate-of~~ authority to conduct affairs in  
19 this State.

20 (b) Such application shall be made on forms prescribed  
21 and furnished by the Secretary of State.

22 (c) When the provisions of this Section have been  
23 complied with, the Secretary of State shall file the  
24 application for ~~issue-a-certificate-of~~ authority.

25 (Source: P.A. 85-1269.)

26 (805 ILCS 105/113.20) (from Ch. 32, par. 113.20)  
27 Sec. 113.20. Effect of certificate of authority. Upon  
28 the filing of the application for ~~issuance-of-a-certificate~~  
29 ~~of~~ authority by the Secretary of State, the corporation shall  
30 have the right to conduct affairs in this State for those  
31 purposes set forth in its application, subject, however, to  
32 the right of this State to revoke such right to conduct  
33 affairs in this State as provided in this Act.

1 (Source: P.A. 84-1423.)

2 (805 ILCS 105/113.25) (from Ch. 32, par. 113.25)

3 Sec. 113.25. Change of name by foreign corporation.  
4 Whenever a foreign corporation which is admitted to conduct  
5 affairs in this State shall change its name to one under  
6 which a ~~certificate of~~ authority to conduct affairs in this  
7 State would not be granted to it on application therefor, the  
8 authority of such corporation to conduct affairs in this  
9 State shall be suspended and it shall not thereafter conduct  
10 any affairs in this State until it has changed its name to a  
11 name which is available to it under the laws of this State or  
12 until it has adopted an assumed corporate name in accordance  
13 with Section 104.15 of this Act.

14 (Source: P.A. 84-1423.)

15 (805 ILCS 105/113.30) (from Ch. 32, par. 113.30)

16 Sec. 113.30. Amendment to articles of incorporation of  
17 foreign corporation. Each foreign corporation authorized to  
18 conduct affairs in this State, whenever its articles of  
19 incorporation are amended, shall forthwith file in the office  
20 of the Secretary of State a copy of such amendment duly  
21 authenticated by the proper officer of the State or country  
22 under the laws of which such corporation is organized; but  
23 the filing thereof shall not of itself enlarge or alter the  
24 purpose or purposes which such corporation is authorized to  
25 pursue in conducting affairs in this State, nor authorize  
26 such corporation to conduct affairs in this State under any  
27 other name than the name set forth in its application for  
28 ~~certificate of~~ authority, nor extend the duration of its  
29 corporate existence.

30 (Source: P.A. 84-1423.)

31 (805 ILCS 105/113.35) (from Ch. 32, par. 113.35)

1           Sec. 113.35. Merger of foreign corporation authorized to  
2     conduct    affairs    in    this    state.    Whenever    a    foreign  
3     corporation authorized to conduct affairs in this State shall  
4     be a party to a statutory merger permitted by the laws of the  
5     state or country under which it is organized, and such  
6     corporation shall be the surviving corporation, it shall  
7     forthwith file with the Secretary of State a copy of the  
8     articles of merger duly authenticated by the proper officer  
9     of the state or country under the laws of which such  
10    statutory merger was effected; and it shall not be necessary  
11    for such corporation to procure either a new or an amended  
12    ~~certificate~~ authority to conduct affairs in this State  
13    unless the name of such corporation or the duration of its  
14    corporate existence be changed thereby or unless the  
15    corporation desires to pursue in this State other or  
16    additional purposes than those which it is then authorized to  
17    pursue in this State.

18    (Source: P.A. 84-1423.)

19           (805 ILCS 105/113.40) (from Ch. 32, par. 113.40)

20           Sec. 113.40. Amended certificate of authority. A  
21    foreign corporation authorized to conduct affairs in this  
22    State shall secure an amended ~~certificate~~ authority to do  
23    so in the event it changes its corporate name, changes the  
24    duration of its corporate existence, or desires to pursue in  
25    this State other or additional purposes than those set forth  
26    in its prior application for a ~~certificate~~ authority, by  
27    making application to the Secretary of State.

28           The application shall set forth:

29           (1) The name of the corporation, with any additions  
30           required in order to comply with Section 104.05 of this  
31           Act, together with the state or country under the laws of  
32           which it is organized.

33           (2) The change to be effected.

1 (Source: P.A. 88-151.)

2 (805 ILCS 105/113.45) (from Ch. 32, par. 113.45)

3 Sec. 113.45. Withdrawal of foreign corporation. A  
4 foreign corporation authorized to conduct affairs in this  
5 State may withdraw from this State upon filing with ~~procuring~~  
6 ~~from~~ the Secretary of State an application for a ~~certificate~~  
7 ~~of~~ withdrawal. In order to procure such ~~certificate~~-~~of~~  
8 withdrawal, such foreign corporation shall either:

9 (a) Execute and file in duplicate, in accordance with  
10 Section 101.10 of this Act, an application for withdrawal and  
11 a final report which shall set forth:

12 (1) That it surrenders its authority to conduct  
13 affairs in this State;

14 (2) That it revokes the authority of its registered  
15 agent in this State to accept service of process and  
16 consents that service of process in any suit, action, or  
17 proceeding based upon any cause of action arising in this  
18 State during the time the corporation was licensed to  
19 conduct affairs in this State may thereafter be made on  
20 such corporation by service thereof on the Secretary of  
21 State;

22 (3) A post office address to which may be mailed a  
23 copy of any process against the corporation that may be  
24 served on the Secretary of State;

25 (4) The name of the corporation and the state or  
26 country under the laws of which it is organized; and

27 (5) Such additional information as may be necessary  
28 or appropriate in order to enable the Secretary of State  
29 to determine and assess any unpaid fees payable by such  
30 foreign corporation as in this Act prescribed; or

31 (b) If it has been dissolved, file a copy of the  
32 articles of dissolution duly authenticated by the proper  
33 officer of the state or country under the laws of which such

1 corporation was organized.

2 (c) The application for withdrawal and the final report  
3 shall be made on forms prescribed and furnished by the  
4 Secretary of State.

5 (d) When the corporation has complied with subsection  
6 (a) ~~or (b)~~ of this Section, the Secretary of State shall file  
7 the application for issue-a--certificate--of withdrawal and  
8 mail a copy of the application to the corporation or its  
9 representative. If the provisions of subsection (b) of this  
10 Section have been followed, the Secretary of State shall file  
11 a the copy of the articles of dissolution in his or her  
12 office ~~with one copy of the certificate of withdrawal affixed~~  
13 ~~thereto and mail the--original--to--the--corporation--or--its~~  
14 ~~representative~~.

15 Upon the filing of the application for issuance-of-such  
16 ~~certificate--of~~ withdrawal or copy of the articles of  
17 dissolution, the authority of the corporation to conduct  
18 affairs in this State shall cease.

19 (Source: P.A. 84-1423.)

20 (805 ILCS 105/113.50) (from Ch. 32, par. 113.50)

21 Sec. 113.50. Grounds for revocation of certificate of  
22 authority.

23 (a) ~~(1)~~ The ~~certificate--of~~ authority of a foreign  
24 corporation to conduct affairs in this State may be revoked  
25 by the Secretary of State:

26 (1) ~~(a)~~ Upon the failure of an officer or director  
27 to whom interrogatories have been propounded by the  
28 Secretary of State, as provided in this Act, to answer  
29 the same fully and to file such answer in the office of  
30 the Secretary of State;

31 (2) ~~(b)~~ If the certificate of authority of the  
32 corporation was procured through fraud practiced upon the  
33 State;

1           (3) ~~(e)~~ If the corporation has continued to exceed  
2 or abuse the authority conferred upon it by this Act;

3           (4) ~~(d)~~ Upon the failure of the corporation to keep  
4 on file in the office of the Secretary of State duly  
5 authenticated copies of each amendment to its articles or  
6 incorporation;

7           (5) ~~(e)~~ Upon the failure of the corporation to  
8 appoint and maintain a registered agent in this State;

9           (6) ~~(f)~~ Upon the failure of the corporation to file  
10 any report after the period prescribed by this Act for  
11 the filing of such report;

12           (7) ~~(g)~~ Upon the failure of the corporation to pay  
13 any fees or charges prescribed by this Act;

14           (8) ~~(h)~~ For misrepresentation of any material  
15 matter in any application, report, affidavit, or other  
16 document filed by such corporation pursuant to this Act;

17           (9) ~~(i)~~ Upon the failure of the corporation to  
18 renew its assumed name or to apply to change its assumed  
19 name pursuant to the provisions of this Act, when the  
20 corporation can only conduct affairs within this State  
21 under its assumed name in accordance with the provisions  
22 of Section 104.05 of this Act;

23           (10) ~~(j)~~ Upon notification from the local liquor  
24 commissioner, pursuant to Section 4-4(3) of "The Liquor  
25 Control Act of 1934," as now or hereafter amended, that a  
26 foreign corporation functioning as a club in this State  
27 has violated that Act by selling or offering for sale at  
28 retail alcoholic liquors without a retailer's license; or

29           (11) ~~(k)~~ When, in an action by the Attorney  
30 General, under the provisions of the "Consumer Fraud and  
31 Deceptive Business Practices Act", or "An Act to regulate  
32 solicitation and collection of funds for charitable  
33 purposes, providing for violations thereof, and making an  
34 appropriation therefor", approved July 26, 1963, as

1 amended, or the "Charitable Trust Act", a court has found  
2 that the corporation substantially and willfully violated  
3 any of such Acts.

4 (b) ~~(2)~~ The enumeration of grounds for revocation in  
5 paragraphs (1) ~~(a)~~ through (11) ~~(k)~~ of subsection (a) ~~(1)~~  
6 shall not preclude any action by the Attorney General which  
7 is authorized by any other statute of the State of Illinois  
8 or the common law.

9 (Source: P.A. 84-1423.)

10 (805 ILCS 105/113.55) (from Ch. 32, par. 113.55)

11 Sec. 113.55. Procedure for revocation of certificate of  
12 authority.

13 (a) After the Secretary of State determines that one or  
14 more grounds exist under Section 113.50 of this Act for the  
15 revocation of a ~~certificate~~ of authority of a foreign  
16 corporation, he or she shall send by regular mail to each  
17 delinquent corporation a Notice of Delinquency to its  
18 registered office, or, if the corporation has failed to  
19 maintain a registered office, then to the president or other  
20 principal officer at the last known office of said officer.

21 (b) If the corporation does not correct the default  
22 within 90 days following such notice, the Secretary of State  
23 shall thereupon revoke the certificate of authority of the  
24 corporation by issuing a certificate of revocation that  
25 recites the grounds for revocation and its effective date.  
26 The Secretary of State shall file the original of the  
27 certificate in his or her office, mail one copy to the  
28 corporation at its registered office and file one copy for  
29 record in the office of the Recorder of the county in which  
30 the registered office of the corporation in this State is  
31 situated, to be recorded by such Recorder. The Recorder  
32 shall submit for payment, on a quarterly basis, to the  
33 Secretary of State the amount of filing fees incurred.

1 (c) Upon the issuance of the certificate of revocation,  
2 the authority of the corporation to conduct affairs in this  
3 State shall cease and such revoked corporation shall not  
4 thereafter conduct any affairs in this State.

5 (Source: P.A. 84-1423.)

6 (805 ILCS 105/113.60) (from Ch. 32, par. 113.60)

7 Sec. 113.60. Reinstatement following revocation.

8 (a) A foreign corporation revoked under Section 113.55  
9 of this Act may be reinstated by the Secretary of State  
10 within five years following the date of issuance of the  
11 certificate of revocation upon:

12 (1) The filing of an application for reinstatement;

13 (2) The filing with the Secretary of State by the  
14 corporation of all reports then due and theretofore  
15 becoming due; and

16 (3) The payment to the Secretary of State by the  
17 corporation of all fees and penalties then due and  
18 theretofore becoming due.

19 (b) The application for reinstatement shall be executed  
20 and filed in duplicate in accordance with Section 101.10 of  
21 this Act and shall set forth:

22 (1) The name of the corporation at the time of the  
23 issuance of the certificate of revocation;

24 (2) If such name is not available for use as  
25 determined by the Secretary of State at the time of  
26 filing the application for reinstatement, the name of the  
27 corporation as changed, or the assumed corporate name  
28 which the corporation elects to adopt for use in this  
29 State in accordance with Section 104.05; provided,  
30 however, that any change of name is properly effected  
31 pursuant to Sections 113.30 and Section 113.40 of this  
32 Act, and any adoption of assumed corporate name is  
33 properly effected pursuant to Section 104.15 of this Act;

1           (3) The date of the issuance of the certificate of  
2           revocation; and

3           (4) The address, including street and number, or  
4           rural route number, of the registered office of the  
5           corporation upon reinstatement thereof, and the name of  
6           its registered agent at such address upon the  
7           reinstatement of the corporation; provided, however, that  
8           any change from either the registered office or the  
9           registered agent at the time of revocation is properly  
10          reported pursuant to Section 105.10 of this Act.

11          (c) When a revoked corporation has complied with the  
12          provisions of this Section, the Secretary of State shall file  
13          the application for issue-a-certificate-of reinstatement.

14          (d) Upon the filing of the application for issuance-of  
15          ~~the--certificate--of~~ reinstatement, the authority of the  
16          corporation to conduct affairs in this State shall be deemed  
17          to have continued without interruption from the date of the  
18          issuance of the certificate of revocation, and the  
19          corporation shall stand revived as if its ~~certificate-of~~  
20          authority had not been revoked; and all acts and proceedings  
21          of its officers, directors and members, acting or purporting  
22          to act as such, which would have been legal and valid but for  
23          such revocation, shall stand ratified and confirmed.

24          (Source: P.A. 85-1269.)

25          (805 ILCS 105/113.65) (from Ch. 32, par. 113.65)

26          Sec. 113.65. Application to corporations heretofore  
27          qualified to conduct affairs in this state. Foreign  
28          corporations which have been duly authorized to conduct  
29          affairs in this State at the time this Act takes effect, for  
30          a purpose or purposes for which a corporation might secure  
31          such authority under this Act, shall, subject to the  
32          limitations set forth in their respective applications for  
33          ~~certificates-of~~ authority, be entitled to all the rights and

1 privileges applicable to foreign corporations procuring  
2 authority to conduct affairs in this State under this Act,  
3 and from the time this Act takes effect such corporation  
4 shall be subject to all the limitations, restrictions,  
5 liabilities, and duties prescribed herein for foreign  
6 corporations procuring under this Act authority to conduct  
7 affairs in this State.

8 (Source: P.A. 84-1423.)

9 (805 ILCS 105/113.70) (from Ch. 32, par. 113.70)

10 Sec. 113.70. Conducting affairs without ~~certificate--of~~  
11 authority. No foreign corporation conducting affairs in this  
12 state without a--~~certificate--of~~ authority to do so is  
13 permitted to maintain a civil action in any court of this  
14 State, until such corporation obtains such a--~~certificate--of~~  
15 authority. Nor shall a civil action be maintained in any  
16 court of this State by any successor or assignee of such  
17 corporation on any right, claim or demand arising out of  
18 conducting affairs by such corporation in this State, until a  
19 ~~certificate-of~~ authority to conduct affairs in this State is  
20 obtained by such corporation or by a corporation which has  
21 acquired all or substantially all of its assets. The failure  
22 of a foreign corporation to obtain a certificate of authority  
23 to conduct affairs in this State does not impair the validity  
24 of any contract or act of such corporation, and does not  
25 prevent such corporation from defending any action in any  
26 court of this State.

27 (Source: P.A. 84-1423.)

28 (805 ILCS 105/114.05) (from Ch. 32, par. 114.05)

29 Sec. 114.05. Annual report of domestic or foreign  
30 corporation. Each domestic corporation organized under this  
31 Act, and each foreign corporation authorized to conduct  
32 affairs in this State, shall file, within the time prescribed

1 by this Act, an annual report setting forth:

2 (a) The name of the corporation.

3 (b) The address, including street and number, or rural  
4 route number, of its registered office in this State, and the  
5 name of its registered agent at such address and a statement  
6 of change of its registered office or registered agent, or  
7 both, if any.

8 (c) The address, including street and number, if any, of  
9 its principal office.

10 (d) The names and respective business residential  
11 addresses, including street and number, or rural route  
12 number, of its directors and officers.

13 (e) A brief statement of the character of the affairs  
14 which the corporation is actually conducting from among the  
15 purposes authorized in Section 103.05 of this Act.

16 (f) Whether the corporation is a Condominium Association  
17 as established under the Condominium Property Act, a  
18 Cooperative Housing Corporation defined in Section 216 of the  
19 Internal Revenue Code of 1954 or a Homeowner Association  
20 which administers a common-interest community as defined in  
21 subsection (c) of Section 9-102 of the Code of Civil  
22 Procedure.

23 (g) Such additional information as may be necessary or  
24 appropriate in order to enable the Secretary of State to  
25 administer this Act and to verify the proper amount of fees  
26 payable by the corporation.

27 Such annual report shall be made on forms prescribed and  
28 furnished by the Secretary of State, and the information  
29 therein required by subsections (a) to (d), both inclusive,  
30 of this Section, shall be given as of the date of the  
31 execution of the annual report. It shall be executed by the  
32 corporation by any authorized officer and verified by him or  
33 her, or, if the corporation is in the hands of a receiver or  
34 trustee, it shall be executed on behalf of the corporation

1 and verified by such receiver or trustee.

2 (Source: P.A. 88-691, eff. 1-24-95.)

3 (805 ILCS 105/115.05) (from Ch. 32, par. 115.05)

4 Sec. 115.05. Fees and charges to be collected by  
5 Secretary of State. The Secretary of State shall charge and  
6 collect in accordance with the provisions of this Act:

7 (a) Fees for filing documents ~~and-issuing-certificates.~~

8 (b) Miscellaneous charges.

9 (c) Fees for filing annual reports.

10 (Source: P.A. 84-1423.)

11 (805 ILCS 105/115.10) (from Ch. 32, par. 115.10)

12 Sec. 115.10. Fees for filing documents and issuing  
13 certificates. The Secretary of State shall charge and  
14 collect for:

15 (a) Filing articles of incorporation ~~and--issuing--a~~  
16 ~~certificate-of-incorporation~~, \$50.

17 (b) Filing articles of amendment ~~and---issuing---a~~  
18 ~~certificate--of--amendment~~, \$25, unless the amendment is a  
19 restatement of the articles of incorporation, in which case  
20 the fee shall be \$100.

21 (c) Filing articles of merger or consolidation ~~--and~~  
22 ~~issuing-a-certificate-of-merger-or-consolidation~~, \$25.

23 (d) Filing articles of dissolution, \$5.

24 (e) Filing application to reserve a corporate name, \$25.

25 (f) Filing a notice of transfer of a reserved corporate  
26 name, \$25.

27 (g) Filing statement of change of address of registered  
28 office or change of registered agent, or both, if other than  
29 on an annual report, \$5.

30 (h) Filing an application of a foreign corporation for  
31 ~~certificate-of~~ authority to conduct affairs in this State and  
32 ~~issuing-a-certificate-of-authority~~, \$50.

1 (i) Filing an application of a foreign corporation for  
2 amended certificate-of authority to conduct affairs in this  
3 State and-issuing-an-amended-certificate-of-authority, \$25.

4 (j) Filing a copy of amendment to the articles of  
5 incorporation of a foreign corporation holding a--certificate  
6 of authority to conduct affairs in this State, \$25, unless  
7 the amendment is a restatement of the articles of  
8 incorporation, in which case the fee shall be \$100.

9 (k) Filing a copy of articles of merger of a foreign  
10 corporation holding a-certificate--of authority to conduct  
11 affairs in this State, \$25.

12 (l) Filing an application for withdrawal and final  
13 report or a copy of articles of dissolution, of a foreign  
14 corporation and-issuing-a-certificate-of-withdrawal, \$5.

15 (m) Filing an annual report of a domestic or foreign  
16 corporation, \$5.

17 (n) Filing an application for reinstatement of a  
18 domestic or a foreign corporation, and-issuing-a--certificate  
19 of-reinstatement, \$25.

20 (o) Filing an application for use or change of an  
21 assumed corporate name, \$150 ~~\$20-plus--\$2-50~~ for each year  
22 month or part thereof ending in 0 or 5, \$120 for each year or  
23 part thereof ending in 1 or 6, \$90 for each year or part  
24 thereof ending in 2 or 7, \$60 for each year or part thereof  
25 ending in 3 or 8, \$30 for each year or part thereof ending in  
26 4 or 9, ~~between-the-date-of-filing-the-application-and-the~~  
27 ~~date-of-the-renewal-of-the--assumed--corporate--name;~~ and a  
28 renewal fee for each assumed corporate name, \$150.

29 (p) Filing an application for change or cancellation of  
30 an assumed corporate name, \$5.

31 (q) Filing an application to register the corporate name  
32 of a foreign corporation, \$50; and an annual renewal fee for  
33 the registered name, \$50.

34 (r) Filing an application for cancellation of a

1 registered name of a foreign corporation, \$5.

2 (s) Filing a statement of correction, \$25.

3 (t) Filing an election to accept this Act, \$25.

4 (u) Filing any other statement or report, \$5.

5 (Source: P.A. 87-516; 88-691, eff. 1-24-95.)

6 (805 ILCS 105/115.20) (from Ch. 32, par. 115.20)

7 Sec. 115.20. Expedited service fees.

8 (a) The Secretary of State may charge and collect a fee  
9 for expedited services as follows:

10 Certificates of good standing or fact, \$10;

11 All filings, copies of documents, annual reports for up  
12 to 3 years, and copies of documents of dissolved corporations  
13 having a file number over 5199, \$25.

14 (b) Expedited services shall not be available for a  
15 statement of correction, ~~a petition for refund or adjustment,~~  
16 or any request for copies involving more than 3 year's annual  
17 reports or involving dissolved corporations with a file  
18 number below 5200.

19 (c) All moneys collected under this Section shall be  
20 deposited into the Department of Business Services Special  
21 Operations Fund. No other fees or taxes collected under this  
22 Act shall be deposited into that Fund.

23 (d) As used in this Section, "expedited services" has  
24 the meaning ascribed thereto in Section 15.95 of the Business  
25 Corporation Act of 1983.

26 (Source: P.A. 91-463, eff. 1-1-00.)

27 Section 15. The Limited Liability Company Act is amended  
28 by changing Sections 1-10, 5-55, 15-5, 35-40, 35-50, 45-65,  
29 50-10, and 50-50 as follows:

30 (805 ILCS 180/1-10)

31 Sec. 1-10. Limited liability company name.

1 (a) The name of each limited liability company as set  
2 forth in its articles of organization:

3 (1) shall contain the terms "limited liability  
4 company", "L.L.C.", or "LLC";

5 (2) may not contain a word or phrase, or an  
6 abbreviation or derivation thereof, the use of which is  
7 prohibited or restricted by any other statute of this  
8 State unless the restriction has been complied with;

9 (3) shall consist of letters of the English  
10 alphabet, Arabic or Roman numerals, or symbols capable of  
11 being readily reproduced by the Office of the Secretary  
12 of State;

13 (4) shall not contain any of the following terms:  
14 "Corporation," "Corp.," "Incorporated," "Inc.," "Ltd.,"  
15 "Co.," "Limited Partnership" or "L.P.";

16 (5) shall be the name under which the limited  
17 liability company transacts business in this State unless  
18 the limited liability company also elects to adopt an  
19 assumed name or names as provided in this Act; provided,  
20 however, that the limited liability company may use any  
21 divisional designation or trade name without complying  
22 with the requirements of this Act, provided the limited  
23 liability company also clearly discloses its name;

24 (6) shall not contain any word or phrase that  
25 indicates or implies that the limited liability company  
26 is authorized or empowered to be in the business of a  
27 corporate fiduciary unless otherwise permitted by the  
28 Commissioner of the Office of Banks and Real Estate under  
29 Section 1-9 of the Corporate Fiduciary Act. The word  
30 "trust", "trustee", or "fiduciary" may be used by a  
31 limited liability company only if it has first complied  
32 with Section 1-9 of the Corporate Fiduciary Act; and

33 (7) shall contain the word "trust", if it is a  
34 limited liability company organized for the purpose of

1 accepting and executing trusts.

2 (b) Nothing in this Section or Section 1-20 shall  
3 abrogate or limit the common law or statutory law of unfair  
4 competition or unfair trade practices, nor derogate from the  
5 common law or principles of equity or the statutes of this  
6 State or of the United States of America with respect to the  
7 right to acquire and protect copyrights, trade names,  
8 trademarks, service marks, service names, or any other right  
9 to the exclusive use of names or symbols.

10 (c) The name shall not contain any word or phrase that  
11 indicates or implies that it is organized for any purposes  
12 other than those permitted by this Act as limited by its  
13 articles of organization.

14 (d) The name shall be distinguishable upon the records  
15 in the Office of the Secretary of State from all of the  
16 following:

17 (1) Any limited liability company that has articles  
18 of organization filed with the Secretary of State under  
19 Section 5-5.

20 (2) Any foreign limited liability company admitted  
21 to transact business in this State.

22 (3) Any name for which an exclusive right has been  
23 reserved in the Office of the Secretary of State under  
24 Section 1-15.

25 (4) Any assumed name that is registered with the  
26 Secretary of State under Section 1-20.

27 (5) Any corporate name or assumed corporate name of  
28 a domestic or foreign corporation subject to the  
29 provisions of Section 4.05 of the Business Corporation  
30 Act of 1983 or Section 104.05 of the General Not For  
31 Profit Corporation Act of 1986.

32 (e) The provisions of subsection (d) of this Section  
33 shall not apply if the organizer files with the Secretary of  
34 State a certified copy of a final decree of a court of

1 competent jurisdiction establishing the prior right of the  
2 applicant to the use of that name in this State.

3 (f) The Secretary of State shall determine whether a  
4 name is "distinguishable" from another name for the purposes  
5 of this Act. Without excluding other names that may not  
6 constitute distinguishable names in this State, a name is not  
7 considered distinguishable, for purposes of this Act, solely  
8 because it contains one or more of the following:

9 (1) The word "limited", "liability" or "company" or  
10 an abbreviation of one of those words.

11 (2) Articles, conjunctions, contractions,  
12 abbreviations, or different tenses or number of the same  
13 word.

14 (Source: P.A. 90-424, eff. 1-1-98.)

15 (805 ILCS 180/5-55)

16 Sec. 5-55. Filing in Office of Secretary of State.

17 (a) Whenever any provision of this Act requires a  
18 limited liability company to file any document with the  
19 Office of the Secretary of State, the requirement means that:

20 (1) the original document, executed as described in  
21 Section 5-45, and, if required by this Act to be filed in  
22 duplicate, one copy (which may be a signed carbon or  
23 photocopy) shall be delivered to the Office of the  
24 Secretary of State;

25 (2) all fees and charges authorized by law to be  
26 collected by the Secretary of State in connection with  
27 the filing of the document shall be tendered to the  
28 Secretary of State; and

29 (3) unless the Secretary of State finds that the  
30 document does not conform to law, he or she shall, when  
31 all fees have been paid:

32 (A) endorse on the original and on the copy  
33 the word "Filed" and the month, day, and year of the

1 filing thereof;

2 (B) file in his or her office the original of  
3 the document; and

4 (C) return the copy to the person who filed it  
5 or to that person's representative.

6 (b) If another Section of this Act specifically  
7 prescribes a manner of filing or signing a specified document  
8 that differs from the corresponding provisions of this  
9 Section, then the provisions of the other Section shall  
10 govern.

11 (Source: P.A. 87-1062.)

12 (805 ILCS 180/15-5)

13 Sec. 15-5. Operating agreement.

14 ~~(a) Except as otherwise provided in subsection (b) of~~  
15 ~~this Section,~~ All members of a limited liability company may  
16 enter into an operating agreement to regulate the affairs of  
17 the company and the conduct of its business and to govern  
18 relations among the members, managers, and company. To the  
19 extent the operating agreement does not otherwise provide,  
20 this Act governs relations among the members, managers, and  
21 company. Except as provided in subsection (b) of this  
22 Section, an operating agreement may modify any provision or  
23 provisions of this Act governing relations among the members,  
24 managers, and company.

25 (b) The operating agreement may not:

26 (1) unreasonably restrict a right to information or  
27 access to records under Section 10-15;

28 (2) vary the right to expel a member in an event  
29 specified in subdivision (6) of Section 35-45;

30 (3) vary the requirement to wind up the limited  
31 liability company's business in a case specified in  
32 subdivisions (3) or (4) of Section 35-1;

33 (4) restrict rights of a person, other than a

1 manager, member, and transferee of a member's  
2 distributional interest, under this Act;

3 (5) restrict the power of a member to dissociate  
4 under Section 35-50, although an operating agreement may  
5 determine whether a dissociation is wrongful under  
6 Section 35-50, and it may eliminate or vary the  
7 obligation of the limited liability company to purchase  
8 the dissociated member's distributional interest under  
9 Section 35-60;

10 (6) eliminate or reduce a member's fiduciary  
11 duties, but may;

12 (A) identify specific types or categories of  
13 activities that do not violate these duties, if not  
14 manifestly unreasonable; and

15 (B) specify the number or percentage of  
16 members or disinterested managers that may authorize  
17 or ratify, after full disclosure of all materials  
18 facts, a specific act or transaction that otherwise  
19 would violate these duties; or

20 (7) eliminate or reduce the obligation of good  
21 faith and fair dealing under subsection (d) of Section  
22 15-3, but the operating agreement may determine the  
23 standards by which the performance of the obligation is  
24 to be measured, if the standards are not manifestly  
25 unreasonable.

26 (c) In a limited liability company with only one member,  
27 the operating agreement includes any of the following:

28 (1) Any writing, without regard to whether the  
29 writing otherwise constitutes an agreement, as to the  
30 company's affairs signed by the sole member.

31 (2) Any written agreement between the member and  
32 the company as to the company's affairs.

33 (3) Any agreement, which need not be in writing,  
34 between the member and the company as to a company's

1           affairs, provided that the company is managed by a  
2           manager who is a person other than the member.

3           (Source: P.A. 90-424, eff. 1-1-98.)

4           (805 ILCS 180/35-40)

5           Sec. 35-40. Reinstatement following administrative  
6           dissolution.

7           (a) A limited liability company administratively  
8           dissolved under Section 35-25 may be reinstated by the  
9           Secretary of State within 5 years following the date of  
10          issuance of the notice of dissolution upon the occurrence of  
11          all of the following:

12                 (1) The filing of an application for reinstatement.

13                 (2) The filing with the Secretary of State by the  
14                 limited liability company of all reports then due and  
15                 theretofore becoming due.

16                 (3) The payment to the Secretary of State by the  
17                 limited liability company of all fees and penalties then  
18                 due and theretofore becoming due.

19           (b) The application for reinstatement shall be executed  
20          and filed in duplicate in accordance with Section 5-45 of  
21          this Act and shall set forth all of the following:

22                 (1) The name of the limited liability company at  
23                 the time of the issuance of the notice of dissolution.

24                 (2) If the name is not available for use as  
25                 determined by the Secretary of State at the time of  
26                 filing the application for reinstatement, the name of the  
27                 limited liability company as changed, provided that any  
28                 change of name is properly effected under Section 1-10  
29                 and Section 1-15 of this Act.

30                 (3) The date of issuance of the notice of  
31                 dissolution.

32                 (4) The address, including street and number or  
33                 rural route number of the registered office of the

1 limited liability company upon reinstatement thereof and  
2 the name of its registered agent at that address upon the  
3 reinstatement of the limited liability company, provided  
4 that any change from either the registered office or the  
5 registered agent at the time of dissolution is properly  
6 reported under Section 1-35 of this Act.

7 (c) When a dissolved limited liability company has  
8 complied with the provisions of the Section, the Secretary of  
9 State shall file the application for issue-a--certificate--of  
10 reinstatement.

11 (d) Upon the filing of the application for issuance-of  
12 the--certificate--of reinstatement, the limited liability  
13 company existence shall be deemed to have continued without  
14 interruption from the date of the issuance of the notice of  
15 dissolution, and the limited liability company shall stand  
16 revived with the powers, duties, and obligations as if it had  
17 not been dissolved; and all acts and proceedings of its  
18 members or managers, acting or purporting to act in that  
19 capacity, that would have been legal and valid but for the  
20 dissolution, shall stand ratified and confirmed.

21 (Source: P.A. 87-1062.)

22 (805 ILCS 180/35-50)

23 Sec. 35-50. Member's power to dissociate; wrongful  
24 dissociation.

25 (a) A member of a member-managed company has the power  
26 to dissociate from a ~~limited-liability~~ company at any time,  
27 rightfully or wrongfully, by express will under subdivision  
28 (1) of Section 35-45. If an operating agreement does not  
29 specify in writing the time or the events upon the happening  
30 of which a member of a manager-managed company may  
31 dissociate, a member does not have the power, rightfully or  
32 wrongfully, to dissociate from the company before the  
33 dissolution and winding up of the company.

1 (b) The member's dissociation from a member-managed  
2 limited-liability company is wrongful only if it is in breach  
3 of an express provision of the agreement.

4 (c) A member who wrongfully dissociates from a  
5 member-managed limited-liability company is liable to the  
6 company and to the other members for damages caused by the  
7 dissociation. The liability is in addition to any other  
8 obligation of the member to the company or to the other  
9 members.

10 (d) If a member-managed limited-liability company does  
11 not dissolve and wind up its business as a result of a  
12 member's wrongful dissociation under subsection (b) of this  
13 Section, damages sustained by the company for the wrongful  
14 dissociation must be offset against distributions otherwise  
15 due the member after the dissociation.

16 (e) Unless otherwise provided in writing in an  
17 agreement, a company whose original articles of organization  
18 were filed with the Secretary of State and effective on or  
19 before January 1, 2001, shall continue to be governed by this  
20 Section in effect immediately prior to January 1, 2001, and  
21 shall not be governed by this Section.

22 (Source: P.A. 90-424, eff. 1-1-98.)

23 (805 ILCS 180/45-65)

24 Sec. 45-65. Reinstatement following revocation.

25 (a) A limited liability company whose admission has been  
26 revoked under Section 45-35 may be reinstated by the  
27 Secretary of State within 5 years following the date of  
28 issuance of the certificate of revocation upon the occurrence  
29 of all of the following:

30 (1) The filing of the application for  
31 reinstatement.

32 (2) The filing with the Secretary of State by the  
33 limited liability company of all reports then due and

1 becoming due.

2 (3) The payment to the Secretary of State by the  
3 limited liability company of all fees and penalties then  
4 due and becoming due.

5 (b) The application for reinstatement shall be executed  
6 and filed in duplicate in accordance with Section 5-45 and  
7 shall set forth all of the following:

8 (1) The name of the limited liability company at  
9 the time of the issuance of the notice of revocation.

10 (2) If the name is not available for use as  
11 determined by the Secretary of State at the time of  
12 filing the application for reinstatement, the name of the  
13 limited liability company as changed, provided that any  
14 change is properly effected under Sections 1-10 and  
15 45-25.

16 (3) The date of the issuance of the notice of  
17 revocation.

18 (4) The address, including street and number or  
19 rural route number of the registered office of the  
20 limited liability company upon reinstatement and the name  
21 of its registered agent at that address upon the  
22 reinstatement of the limited liability company, provided  
23 that any change from either the registered office or the  
24 registered agent at the time of revocation is properly  
25 reported under Section 1-35.

26 (c) When a limited liability company whose admission has  
27 been revoked has complied with the provisions of this  
28 Section, the Secretary of State shall file the application  
29 for issue-a-certificate-of reinstatement.

30 (d) Upon the filing of the application for ~~issuance--of~~  
31 ~~the--certificate--of~~ reinstatement: (i) the admission of the  
32 limited liability company to transact business in this State  
33 shall be deemed to have continued without interruption from  
34 the date of the issuance of the notice of revocation, (ii)

1 the limited liability company shall stand revived with the  
2 powers, duties, and obligations as if its admission had not  
3 been revoked, and (iii) all acts and proceedings of its  
4 members or managers, acting or purporting to act in that  
5 capacity, that would have been legal and valid but for the  
6 revocation, shall stand ratified and confirmed.

7 (Source: P.A. 90-424, eff. 1-1-98.)

8 (805 ILCS 180/50-10)

9 Sec. 50-10. Fees.

10 (a) The Secretary of State shall charge and collect in  
11 accordance with the provisions of this Act and rules  
12 promulgated under its authority all of the following:

13 (1) Fees for filing documents.

14 (2) Miscellaneous charges.

15 (3) Fees for the sale of lists of filings, copies  
16 of any documents, and for the sale or release of any  
17 information.

18 (b) The Secretary of State shall charge and collect for  
19 all of the following:

20 (1) Filing articles of organization of limited  
21 liability companies (domestic), application for admission  
22 (foreign), and restated articles of organization  
23 (domestic), \$400.

24 (2) Filing amendments:

25 (A) For other than change of registered agent  
26 name or registered office, or both, \$100.

27 (B) For the purpose of changing the registered  
28 agent name or registered office, or both, \$25.

29 (3) Filing articles of dissolution or application  
30 for withdrawal, \$100.

31 (4) Filing an application to reserve a name, \$300.

32 (5) Renewal fee for reserved name, \$100.

33 (6) Filing a notice of a transfer of a reserved

1 name, \$100.

2 (7) Registration of a name, \$300.

3 (8) Renewal of registration of a name, \$100.

4 (9) Filing an application for use of an assumed  
5 name under Section 1-20 of this Act, ~~\$150~~ \$20-plus-\$5 for  
6 each year ~~month~~ or part thereof ending in 0 or 5, \$120  
7 for each year or part thereof ending in 1 or 6, \$90 for  
8 each year or part thereof ending in 2 or 7, \$60 for each  
9 year or part thereof ending in 3 or 8, \$30 for each year  
10 or part thereof ending in 4 or 9, ~~between--the--date--of~~  
11 ~~filing-the-application-and-the-date-of-the-renewal-of-the~~  
12 ~~assumed-name;~~ and a renewal for each assumed name, \$300.

13 (10) Filing an application for change of an assumed  
14 name, \$100.

15 (11) Filing an annual report of a limited liability  
16 company or foreign limited liability company, \$200, if  
17 filed as required by this Act, plus a penalty if  
18 delinquent.

19 (12) Filing an application for reinstatement of a  
20 limited liability company or foreign limited liability  
21 company ~~and-for-issuing-a-certificate--of--reinstatement,~~  
22 \$500.

23 (13) Filing Articles of Merger, \$100 plus \$50 for  
24 each party to the merger in excess of the first 2  
25 parties.

26 (14) Filing an Agreement of Conversion or Statement  
27 of Conversion, \$100.

28 (15) Filing any other document, \$100.

29 (c) The Secretary of State shall charge and collect all  
30 of the following:

31 (1) For furnishing a copy or certified copy of any  
32 document, instrument, or paper relating to a limited  
33 liability company or foreign limited liability company,  
34 \$1 per page, but not less than \$25, and \$25 for the

1 certificate and for affixing the seal thereto.

2 (2) For the transfer of information by computer  
3 process media to any purchaser, fees established by rule.

4 (Source: P.A. 90-424, eff. 1-1-98.)

5 (805 ILCS 180/50-50)

6 Sec. 50-50. Department of Business Services Special  
7 Operations Fund.

8 (a) A special fund in the State treasury is created and  
9 shall be known as the Department of Business Services Special  
10 Operations Fund. Moneys deposited into the Fund shall,  
11 subject to appropriation, be used by the Department of  
12 Business Services of the Office of the Secretary of State,  
13 hereinafter "Department", to create and maintain the  
14 capability to perform expedited services in response to  
15 special requests made by the public for same-day or 24-hour  
16 service. Moneys deposited into the Fund shall be used for,  
17 but not limited to, expenditures for personal services,  
18 retirement, Social Security, contractual services, equipment,  
19 electronic data processing, and telecommunications.

20 (b) The balance in the Fund at the end of any fiscal year  
21 shall not exceed \$400,000, and any amount in excess thereof  
22 shall be transferred to the General Revenue Fund.

23 (c) All fees payable to the Secretary of State under this  
24 Section shall be deposited into the Fund. No other fees or  
25 charges taxes collected under this Act shall be deposited  
26 into the Fund.

27 (d) "Expedited services" means services rendered within  
28 the same day, or within 24 hours from the time, the request  
29 therefor is submitted by the filer, law firm, service  
30 company, or messenger physically in person or, at the  
31 Secretary of State's discretion, by electronic means, to the  
32 Department's Springfield Office and includes requests for  
33 certified copies, photocopies, and certificates of good

1 standing made to the Department's Springfield Office in  
2 person or by telephone, or requests for certificates of good  
3 standing made in person or by telephone to the Department's  
4 Chicago Office.

5 (e) Fees for expedited services shall be as follows:

6 Restated articles of organization, \$100;

7 Merger or conversion, \$100;

8 Articles of organization, \$50;

9 Articles of amendment, \$50;

10 Reinstatement, \$50;

11 Application for admission to transact business, \$50;

12 Certificate of good standing or abstract of computer  
13 record, \$10;

14 All other filings, copies of documents, annual reports,  
15 and copies of documents of dissolved or revoked limited  
16 liability companies, \$25.

17 (Source: P.A. 91-463, eff. 1-1-00.)

18 Section 20. The Uniform Partnership Act is amended by  
19 changing Section 8.1 as follows:

20 (805 ILCS 205/8.1)

21 Sec. 8.1. Registered limited liability partnerships.

22 (a) To become and to continue as a registered limited  
23 liability partnership, a partnership shall file with the  
24 Secretary of State an application or a renewal application,  
25 as the case may be, stating the name of the partnership; the  
26 federal employer identification number of the partnership;  
27 the address of its principal office; the address of a  
28 registered office and the name and address of a registered  
29 agent for service of process in this State, which the  
30 partnership is required to maintain; the number of partners;  
31 a brief statement of the business in which the partnership  
32 engages,---including--the--four-digit--business--code--number

1    ~~required-on-the--entity's--U.S.--Tax--Return;~~ and that the  
2    partnership thereby applies for status or renewal of its  
3    status, as the case may be, as a registered limited liability  
4    partnership; and if the partnership is organized as a  
5    registered limited liability partnership under the laws of  
6    another state or other foreign jurisdiction, a document or  
7    documents sufficient under those laws to constitute official  
8    certification of current status in good standing as a  
9    registered limited liability partnership under the laws of  
10   that state or jurisdiction.

11       (b) The application or renewal application shall be  
12   executed by a majority in interest of the partners or by one  
13   or more partners authorized to execute an application or  
14   renewal application.

15       (c) The application or renewal application for a  
16   registered limited liability partnership organized under the  
17   laws of this State shall be accompanied by a fee of \$100 for  
18   each partner, but in no event shall the fee be less than \$200  
19   or exceed \$5,000. The application for a registered limited  
20   liability partnership organized under the laws of another  
21   state or other foreign jurisdiction shall be \$500. The  
22   renewal application for a registered limited liability  
23   partnership organized under the laws of another state or  
24   other foreign jurisdiction shall be \$300. All such fees  
25   shall be deposited into the Division of Corporations  
26   Registered Limited Liability Partnership Fund.

27       (d) There is hereby created in the State treasury a  
28   special fund to be known as the Division of Corporations  
29   Registered Limited Liability Partnership Fund. Moneys  
30   deposited into the Fund shall, subject to appropriation, be  
31   used by the Business Services Division of the Office of the  
32   Secretary of State to administer the responsibilities of the  
33   Secretary of State under this Act. The balance of the Fund  
34   at the end of any fiscal year shall not exceed \$200,000, and

1 any amount in excess thereof shall be transferred to the  
2 General Revenue Fund.

3 (e) The Secretary of State shall register as a  
4 registered limited liability partnership, and shall renew the  
5 registration of any registered limited liability partnership,  
6 any partnership that submits a completed application or  
7 renewal application with the required fee.

8 (f) Registration is effective at the time the  
9 registration application is filed with the Secretary of State  
10 or at any later time, not more than 60 days after the filing  
11 of the registration application, specified in the  
12 application, for one year after the date an application is  
13 filed, unless voluntarily withdrawn by filing with the  
14 Secretary of State a written withdrawal notice executed by a  
15 majority in interest of the partners or by one or more  
16 partners authorized to execute a withdrawal notice together  
17 with a filing fee of \$100. Registration, whether pursuant to  
18 an original application or a renewal application, as a  
19 registered limited liability partnership is renewed if,  
20 during the 60 day period preceding the date the initial  
21 registration or renewed registration otherwise would have  
22 expired, the partnership files with the Secretary of State a  
23 renewal application. A renewed registration expires one year  
24 after the date an original registration would have expired if  
25 the last renewal of the registration had not occurred.

26 (g) The status of a partnership as a registered limited  
27 liability partnership shall not be affected by changes after  
28 the filing of an application or a renewal application in the  
29 information stated in the application or renewal application.

30 (h) The Secretary of State shall provide forms for  
31 registration application, renewal of registration, and  
32 voluntary withdrawal notice.

33 (Source: P.A. 88-573, eff. 8-11-94; 88-691, eff. 1-24-95.)

1 Section 25. The Revised Uniform Limited Partnership Act  
2 is amended by changing Sections 201, 210, 801, 1102, and 1111  
3 as follows:

4 (805 ILCS 210/201) (from Ch. 106 1/2, par. 152-1)

5 Sec. 201. Certificate of Limited Partnership.

6 (a) In order to form a limited partnership, a  
7 certificate of limited partnership must be executed and filed  
8 in the office of the Secretary of State in Springfield or  
9 Chicago. Certificates may be filed in such additional  
10 offices as the Secretary of State may designate. The  
11 certificate shall set forth:

12 (1) the name of the limited partnership;

13 (2) the purposes for which the partnership is  
14 formed, which may be stated to be, or to include, the  
15 transaction of any or all lawful businesses for which  
16 limited partnerships may be formed under this Act;

17 (3) the address of the office at which the records  
18 required to be maintained by Section 104 are kept and the  
19 name of its registered agent and the address of its  
20 registered office required to be maintained by Section  
21 103;

22 (4) the name and business address of each general  
23 partner;

24 ~~(5) the aggregate amount of cash and a description~~  
25 ~~and statement of the aggregate agreed value of the other~~  
26 ~~property or services contributed by the partners and~~  
27 ~~which the partners have agreed to contribute;~~

28 ~~(6) if agreed upon, a brief statement of the~~  
29 ~~partners' membership and distribution rights;~~

30 (7) the latest date, if any, upon which the limited  
31 partnership is to dissolve;

32 (6) (8) any other matters the partners determine to  
33 include therein; and

1           (7) (9) any other information the Secretary of  
2           State shall by rule deem necessary to administer this  
3           Act.

4           (b) A limited partnership is formed at the time of the  
5           filing of the certificate of limited partnership in the  
6           office of the Secretary of State or at any later time, not  
7           more than 60 days subsequent to the filing of the certificate  
8           of limited partnership, specified in the certificate of  
9           limited partnership if, in either case, there has been  
10          substantial compliance with the requirements of this Section.  
11          (Source: P.A. 86-836.)

12          (805 ILCS 210/210)

13          Sec. 210. Merger of limited partnership and--limited  
14          liability-company.

15          (a) Under a plan of merger approved under subsection (c)  
16          of this Section, any one or more limited partnerships may  
17          merge into one of such limited partnerships or with or into  
18          one or more limited liability companies of this State, any  
19          other state or states of the United States, or the District  
20          of Columbia, if the laws of the other state or states or the  
21          District of Columbia permit the merger. The limited  
22          partnership or partnerships and the limited liability company  
23          or companies, if any, may merge with or into a limited  
24          partnership, which may be any one of these limited  
25          partnerships, or they may merge with or into a limited  
26          liability company, which may be any one of these limited  
27          liability companies, which shall be a limited partnership or  
28          limited liability company of this State, any other state of  
29          the United States, or the District of Columbia, which permits  
30          the merger.

31          (b) A plan of merger must set forth all of the  
32          following:

33                  (1) The name of each entity that is a party to the

1 merger.

2 (2) The name of the surviving entity into which the  
3 other entity or entities will merge.

4 (3) The type of organization of the surviving  
5 entity.

6 (4) The terms and conditions of the merger.

7 (5) The manner and basis for converting the  
8 interests, obligations, or other securities of each party  
9 to the merger into interests, obligations, or securities  
10 of the surviving entity, or into money or other property  
11 in whole or in part.

12 (6) The street address of the surviving entity's  
13 principal place of business.

14 (c) The plan of merger required by subsection (b) of  
15 this Section must be approved by each party to the merger in  
16 accordance with all of the following:

17 (1) In the case of a domestic limited partnership,  
18 by all of the partners or by the number or percentage of  
19 the partners required to approve a merger in the  
20 partnership agreement.

21 (2) In the case of a limited liability company, in  
22 accordance with the terms of the limited liability  
23 company operating agreement, if any, and in accordance  
24 with the laws under which it was formed.

25 (d) After a plan of merger is approved and before the  
26 merger takes effect, the plan may be amended or abandoned as  
27 provided in the plan of merger.

28 (e) If a limited partnership or partnerships are merging  
29 under this Section, the limited partnership or partnerships  
30 and the limited liability company or companies that are  
31 parties to the merger must sign the articles of merger. The  
32 articles of merger shall be delivered to the Secretary of  
33 State of this State for filing. The articles must set forth  
34 all of the following:

1           (1) The name of each limited partnership and the  
2 name and jurisdiction of organization of each limited  
3 liability company, if any, that is a party to the merger.

4           (2) For each limited partnership that is to merge,  
5 the date its certificate of limited partnership was filed  
6 with the Secretary of State.

7           (3) That a plan of merger has been approved and  
8 signed by each limited partnership and each limited  
9 liability company, if any, that is a party to the merger.

10          (4) The name and address of the surviving limited  
11 partnership or surviving limited liability company.

12          (5) The effective date of the merger.

13          (6) If a limited partnership is the surviving  
14 entity, any changes in its certificate of limited  
15 partnership that are necessary by reason of the merger.

16          (7) If a party to the merger is a foreign limited  
17 liability company, the jurisdiction and date of the  
18 filing of its articles of organization and the date when  
19 its application for authority was filed with the  
20 Secretary of State of this State or, if an application  
21 has not been filed, a statement to that effect.

22          (8) If the surviving entity is not a domestic  
23 limited partnership or limited liability company  
24 organized under the laws of this State, an agreement that  
25 the surviving entity may be served with process in this  
26 State and is subject to liability in any action or  
27 proceeding for the enforcement of any liability or  
28 obligation of any limited partnership previously subject  
29 to suit in this State that is to merge, and for the  
30 enforcement, as provided in this Act, of the right of  
31 partners of any limited partnership to receive payment  
32 for their interest against the surviving entity.

33          (f) The merger is effective upon the filing of the  
34 articles of merger with the Secretary of State of this State,

1 or on a later date as specified in the articles of merger not  
2 later than 30 days subsequent to the filing of the plan of  
3 merger under subsection (e) of this Section.

4 (g) Upon the merger becoming effective, articles of  
5 merger shall act as a certificate of cancellation for a  
6 domestic limited partnership which is not the surviving  
7 entity of the merger.

8 (h) Upon the merger becoming effective, articles of  
9 merger may operate as an amendment to the certificate of  
10 limited partnership of the limited partnership which is the  
11 surviving entity of the merger.

12 (i) When any merger becomes effective under this  
13 Section:

14 (1) the separate existence of each limited  
15 partnership and each limited liability company, if any,  
16 that is a party to the merger, other than the surviving  
17 entity, terminates;

18 (2) all property owned by each limited partnership  
19 and each limited liability company, if any, that is a  
20 party to the merger vests in the surviving entity;

21 (3) all debts, liabilities, and other obligations  
22 of each limited partnership and each limited liability  
23 company, if any, that is a party to the merger become the  
24 obligations of the surviving entity;

25 (4) an action or proceeding by or against a limited  
26 partnership or limited liability company, if any, that is  
27 a party to the merger may be continued as if the merger  
28 had not occurred or the surviving entity may be  
29 substituted as a party to the action or proceeding; and

30 (5) except as prohibited by other law, all the  
31 rights, privileges, immunities, powers, and purposes of  
32 each limited partnership and each limited liability  
33 company, if any, that is a party to the merger vest in  
34 the surviving entity.

1           (j) The Secretary of State of this State is an agent for  
2 service of process in an action or proceeding against the  
3 surviving foreign entity to enforce an obligation of any  
4 party to a merger if the surviving foreign entity fails to  
5 appoint or maintain an agent designated for service of  
6 process in this State or the agent for service of process  
7 cannot with reasonable diligence be found at the designated  
8 office. Service is effected under this subsection (j) at the  
9 earliest of:

10           (1) the date the surviving entity receives the  
11 process, notice, or demand;

12           (2) the date shown on the return receipt, if signed  
13 on behalf of the surviving entity; or

14           (3) 5 days after its deposit in the mail, if mailed  
15 postpaid and correctly addressed.

16           (k) Service under subsection (j) of this Section shall  
17 be made by the person instituting the action by doing all of  
18 the following:

19           (1) Serving on the Secretary of State of this  
20 State, or on any employee having responsibility for  
21 administering this Act in his or her office, a copy of  
22 the process, notice, or demand, together with any papers  
23 required by law to be delivered in connection with  
24 service and paying the fee prescribed by subsection (b)  
25 of Section 1102 of this Act.

26           (2) Transmitting notice of the service on the  
27 Secretary of State of this State and a copy of the  
28 process, notice, or demand and accompanying papers to the  
29 surviving entity being served, by registered or certified  
30 mail at the address set forth in the articles of merger.

31           (3) Attaching an affidavit of compliance with this  
32 Section, in substantially the form that the Secretary of  
33 State of this State may by rule prescribe, to the  
34 process, notice, or demand.

1           (1) Nothing contained in this Section shall limit or  
2 affect the right to serve any process, notice, or demand  
3 required or permitted by law to be served upon a limited  
4 partnership in any other manner now or hereafter permitted by  
5 law.

6           (m) The Secretary of State of this State shall keep, for  
7 a period of 5 years from the date of service, a record of all  
8 processes, notices, and demands served upon him or her under  
9 this Section and shall record the time of the service and the  
10 person's action with reference to the service.

11           (n) Except as provided by agreement with a person to  
12 whom a general partner of a limited partnership is obligated,  
13 a merger of a limited partnership that has become effective  
14 shall not affect any obligation or liability existing at the  
15 time of the merger of a general partner of a limited  
16 partnership that is merging.

17           (o) If a limited partnership is a constituent party to a  
18 merger that has become effective, but the limited partnership  
19 is not the surviving entity of the merger, then a judgment  
20 creditor of a general partner of the limited partnership may  
21 not levy execution against the assets of the general partner  
22 to satisfy a judgment based on a claim against the surviving  
23 entity of the merger unless:

24                 (1) a judgment based on the same claim has been  
25 obtained against the surviving entity of the merger and a  
26 writ of execution on the judgment has been returned  
27 unsatisfied in whole or in part;

28                 (2) the surviving entity of the merger is a debtor  
29 in bankruptcy;

30                 (3) the general partner has agreed that the  
31 creditor need not exhaust the assets of the limited  
32 partnership that was not the surviving entity of the  
33 merger;

34                 (4) the general partner has agreed that the

1 creditor need not exhaust the assets of the surviving  
2 entity of the merger;

3 (5) a court grants permission to the judgment  
4 creditor to levy execution against the assets of the  
5 general partner based on a finding that the assets of the  
6 surviving entity of the merger that are subject to  
7 execution are insufficient to satisfy the judgment, that  
8 exhaustion of the assets of the surviving entity of the  
9 merger is excessively burdensome, or that grant of  
10 permission is an appropriate exercise of the court's  
11 equitable powers; or

12 (6) liability is imposed on the general partner by  
13 law or contract independent of the existence of the  
14 surviving entity of the merger.

15 (Source: P.A. 90-424, eff. 1-1-98.)

16 (805 ILCS 210/801) (from Ch. 106 1/2, par. 158-1)

17 Sec. 801. Dissolution. A limited partnership is  
18 dissolved and its affairs shall be wound up upon the  
19 happening of the first to occur of the following:

20 (a) at the time or upon the happening of events  
21 specified in the partnership agreement;

22 (b) written consent of all partners;

23 (c) an event of withdrawal of a general partner unless  
24 at the time there is at least one other general partner and  
25 the partnership agreement permits the business of the limited  
26 partnership to be carried on by the remaining general partner  
27 and that partner does so, but the limited partnership is not  
28 dissolved and is not required to be wound up by reason of any  
29 event of withdrawal, if, within 90 days after the withdrawal,  
30 all partners (or such lesser number of partners as is  
31 provided for in the written provisions of the partnership  
32 agreement) agree in writing to continue the business of the  
33 limited partnership and to the appointment of one or more

1 additional general partners if necessary or desired; or  
 2 (d) entry of a decree of judicial dissolution under  
 3 Section 802.

4 (Source: P.A. 86-836.)

5 (805 ILCS 210/1102) (from Ch. 106 1/2, par. 161-2)  
 6 Sec. 1102. Fees. (a) The Secretary of State shall  
 7 charge and collect in accordance with the provisions of this  
 8 Act and rules promulgated pursuant to its authority:

- 9 (1) fees for filing documents;
- 10 (2) miscellaneous charges;
- 11 (3) fees for the sale of lists of filings, copies of any  
 12 documents, and for the sale or release of any information.

13 (b) The Secretary of State shall charge and collect for:

- 14 (1) filing certificates of limited partnership  
 15 (domestic), certificates of admission (foreign), restated  
 16 certificates of limited partnership (domestic), and restated  
 17 certificates of admission (foreign), \$75;

- 18 (2) filing certificates to be governed by this Act, \$25;

- 19 (3) filing amendments and certificates of amendment,  
 20 \$25;

- 21 (4) filing certificates of cancellation, \$25;

- 22 (5) filing an application for use or--change of an  
 23 assumed name pursuant to Section 108 of this Act, \$150 \$20  
 24 plus-\$2.50 for each year month or part thereof ending in 0 or  
 25 5, \$120 for each year or part thereof ending in 1 or 6, \$90  
 26 for each year or part thereof ending in 2 or 7, \$60 for each  
 27 year or part thereof ending in 3 or 8, \$30 for each year or  
 28 part thereof ending in 4 or 9, between-the-date-of-filing  
 29 such-application-and-the-date-of-the-renewal-of--the--assumed  
 30 name; and a renewal fee for each assumed name, \$150;

- 31 (6) filing a renewal report of a domestic or foreign  
 32 limited partnership, \$15 if filed as required by this Act,  
 33 plus \$100 penalty if delinquent;

1 (7) filing an application for reinstatement of a  
2 domestic or foreign limited partnership, and for issuing a  
3 certificate of reinstatement, \$100;

4 (8) filing any other document, \$5.

5 (c) The Secretary of State shall charge and collect:

6 (1) for furnishing a copy or certified copy of any  
7 document, instrument or paper relating to a domestic limited  
8 partnership or foreign limited partnership, \$.50 per page,  
9 but not less than \$5, and \$5 for the certificate and for  
10 affixing the seal thereto; and

11 (2) for the transfer of information by computer process  
12 media to any purchaser, fees established by rule.

13 (Source: P.A. 86-820.)

14 (805 ILCS 210/1111)

15 Sec. 1111. Department of Business Services Special  
16 Operations Fund.

17 (a) A special fund in the State Treasury is created and  
18 shall be known as the Department of Business Services Special  
19 Operations Fund. Moneys deposited into the Fund shall,  
20 subject to appropriation, be used by the Department of  
21 Business Services of the Office of the Secretary of State,  
22 hereinafter "Department", to create and maintain the  
23 capability to perform expedited services in response to  
24 special requests made by the public for same day or 24 hour  
25 service. Moneys deposited into the Fund shall be used for,  
26 but not limited to, expenditures for personal services,  
27 retirement, social security contractual services, equipment,  
28 electronic data processing, and telecommunications.

29 (b) The balance in the Fund at the end of any fiscal year  
30 shall not exceed \$400,000 and any amount in excess thereof  
31 shall be transferred to the General Revenue Fund.

32 (c) All fees payable to the Secretary of State under this  
33 Section shall be deposited into the Fund. No other fees or

1 charges taxes collected under this Act shall be deposited  
2 into the Fund.

3 (d) "Expedited services" means services rendered within  
4 the same day, or within 24 hours from the time, the request  
5 therefor is submitted by the filer, law firm, service  
6 company, or messenger physically in person, or at the  
7 Secretary of State's discretion, by electronic means, to the  
8 Department's Springfield Office or Chicago Office and  
9 includes requests for certified copies, photocopies, and  
10 certificates of existence or abstracts of computer record  
11 made to the Department's Springfield Office in person or by  
12 telephone, or requests for certificates of existence or  
13 abstracts of computer record made in person or by telephone  
14 to the Department's Chicago Office.

15 (e) Fees for expedited services shall be as follows:

16 Merger or conversion, \$100;

17 Certificate of limited partnership, \$50;

18 Certificate of amendment, \$50;

19 Reinstatement, \$50;

20 Application for admission to transact business, \$50;

21 Certificate of cancellation of admission, \$50;

22 Certificate of existence or abstract of computer record,  
23 \$10.

24 All other filings, copies of documents, biennial renewal  
25 reports, and copies of documents of canceled limited  
26 partnerships, \$25.

27 (Source: P.A. 91-463, eff. 1-1-00.)

28 Section 30. The Uniform Commercial Code is amended by  
29 changing Section 9-519 and by adding Section 9-528 as  
30 follows:

31 (810 ILCS 5/9-519)

32 (This Section may contain text from a Public Act with a

1 delayed effective date)

2 Sec. 9-519. Numbering, maintaining, and indexing  
3 records; communicating information provided in records.

4 (a) Filing office duties. For each record filed in a  
5 filing office, the filing office shall:

6 (1) assign a unique number to the filed record;

7 (2) create a record, which may be electronic,  
8 microfilm, or otherwise, that bears the number assigned  
9 to the filed record and the date and time of filing;

10 (3) maintain the filed record for public  
11 inspection; and

12 (4) index the filed record in accordance with  
13 subsections (c), (d), and (e).

14 (b) File number. A file number assigned after January  
15 1, 2002, must include a digit that:

16 (1) is mathematically derived from or related to  
17 the other digits of the file number; and

18 (2) aids the filing office in determining whether a  
19 number communicated as the file number includes a  
20 single-digit or transpositional error.

21 (c) Indexing: general. Except as otherwise provided in  
22 subsections (d) and (e), the filing office shall:

23 (1) index an initial financing statement according  
24 to the name of the debtor and index all filed records  
25 relating to the initial financing statement in a manner  
26 that associates with one another an initial financing  
27 statement and all filed records relating to the initial  
28 financing statement; and

29 (2) index a record that provides a name of a debtor  
30 which was not previously provided in the financing  
31 statement to which the record relates also according to  
32 the name that was not previously provided.

33 (d) Indexing: real-property-related financing  
34 statement. If a financing statement is filed as a fixture

1 filing or covers as-extracted collateral or timber to be cut,  
2 it must be filed for record and the filing office shall index  
3 it:

4 (1) under the names of the debtor and of each owner  
5 of record shown on the financing statement as if they  
6 were the mortgagors under a mortgage of the real property  
7 described; and

8 (2) to the extent that the law of this State  
9 provides for indexing of records of mortgages under the  
10 name of the mortgagee, under the name of the secured  
11 party as if the secured party were the mortgagee  
12 thereunder, or, if indexing is by description, as if the  
13 financing statement were a record of a mortgage of the  
14 real property described.

15 (e) Indexing: real-property-related assignment. If a  
16 financing statement is filed as a fixture filing or covers  
17 as-extracted collateral or timber to be cut, the filing  
18 office shall index an assignment filed under Section 9-514(a)  
19 or an amendment filed under Section 9-514(b):

20 (1) under the name of the assignor as grantor; and

21 (2) to the extent that the law of this State  
22 provides for indexing a record of the assignment of a  
23 mortgage under the name of the assignee, under the name  
24 of the assignee.

25 (f) Retrieval and association capability. The filing  
26 office shall maintain a capability:

27 (1) to retrieve a record by the name of the debtor  
28 and by the file number assigned to the initial financing  
29 statement to which the record relates; and

30 (2) to associate and retrieve with one another an  
31 initial financing statement and each filed record  
32 relating to the initial financing statement.

33 (g) Removal of debtor's name. The filing office may not  
34 remove a debtor's name from the index until one year after

1 the effectiveness of a financing statement naming the debtor  
2 lapses under Section 9-515 with respect to all secured  
3 parties of record.

4 (h) Timeliness of filing office performance. The filing  
5 office shall perform the acts required by subsections (a)  
6 through (e) at the time and in the manner prescribed by  
7 filing-office rule, but not later than two business days  
8 after the filing office receives the record in question.

9 (i) Inapplicability to real-property-related filing  
10 office. Subsections (b) and (h) do not apply to a filing  
11 office described in Section 9-501(a)(1).

12 (j) Unless a statute on disposition of public records  
13 provides otherwise, if the filing officer has an electronic,  
14 microfilm, or other image record to be maintained of the  
15 financing statement, continuation statement, statement of  
16 assignment, statement of release, termination statement, or  
17 any other related document, he or she may remove and destroy  
18 the original paper submission.

19 (Source: P.A. 91-893, eff. 7-1-01.)

20 (810 ILCS 5/9-528 new)

21 Sec. 9-528. Liability of filing officer. Neither the  
22 filing officer nor any of the filing officer's employees or  
23 agents shall be subject to personal liability by reason of  
24 any error or omission in the performance of any duty under  
25 this Article except in the case of willful and wanton  
26 conduct.

27 Section 95. No acceleration or delay. Where this Act  
28 makes changes in a statute that is represented in this Act by  
29 text that is not yet or no longer in effect (for example, a  
30 Section represented by multiple versions), the use of that  
31 text does not accelerate or delay the taking effect of (i)  
32 the changes made by this Act or (ii) provisions derived from

1 any other Public Act.

2 Section 99. Effective date. This Act takes effect on

3 July 1, 2001.